



NEWPORT BOWLING CLUB LIMITED

COMPANY CONSTITUTION

Newport Bowling Club Limited

Australian Public Company Limited by Guarantee

Ratified –**INSERT DATE**

ABN: 19 000 116 889

Regulator: Australian Investments and Securities Commission

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The headings listed below are inserted for convenience purposes only and shall not limit or define the meaning or intent of any of the rules in this constitution.

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INTRODUCTION AND INTERPRETATION

Newport Bowling Club Ltd is an Australian Public Company and also a NSW Licensed Registered Club and as such is subject to a multitude of Federal and NSW Government Statutes.

The main acts requiring the Clubs compliance are:

- The Corporations Act 2003 (as amended),
- The Registered Clubs Act 1976 (as amended),
- Liquor Act 2007,
- Gaming Machine Act 2001.

This Constitution should be read and interpreted subject to assumed compliance with the relevant Acts. Should any inconsistencies arise the provisions of the said Acts will prevail.

Additionally in relation to its financial arrangements and reporting, the Club must comply with the standards issued by the Australian Accounting Standards Board known as “Australian Accounting Standards” in force at the time.

Definition of terms used in this Constitution are set out in the Appendix.

CONSTITUTION

1. This Constitution may be altered or amended only at a general meeting by special resolution of which due notice has been given to members of the Club.
2. The majority required for passing of a special resolution relating to such alterations or amendments to the constitution shall be seventy five percent (75%) of members present and entitled to vote at the said meeting.
3. A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
4. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board.

BY-LAWS

1. By-laws are Board determined as opposed to the Constitution which is member determined via a General Meeting.
2. The Board may from time to time make, alter, and repeal all such By-laws as it may deem necessary for the proper conduct and management of the Club.
3. Generally, by-laws are applicable to such matters which by this Constitution, the Corporations Act, the Liquor and Gaming Act or the Registered Clubs Act are not reserved for a decision by the Club in a General Meeting.
4. Any By-law legitimately made by the Board shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club's noticeboard.
5. Existing By-laws are separate from and not part of this Constitution document.

COMPANY DETAILS

1. The name of the Club is the "Newport Bowling Club Limited" (ABN 19 000 116 889).
2. The Club operates a 1.33-hectare bowling complex at Newport. This site is leased from Northern Beaches Council.
3. The registered office of the Club is 2 Palm Road, Newport, Sydney, NSW, 2106.
4. The Club was founded in 1938 and incorporated as a non-profit public company limited by guarantee on 13 May 1953.

MEMBERS' GUARANTEE

1. The liability of the members is limited.
2. Each member of the Company undertakes to contribute to the assets of the Club in the event of it being wound up during the time that they are a member or within one (1) year thereafter for payment of the debts and liabilities of the Company contracted before the time at which they cease to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars (\$5.00).

OBJECTIVES

The primary objectives of the Club are to:

1. Establish and maintain three first class bowling greens and support facilities, including a club house and other amenities at Newport NSW.
2. Encourage, develop and grow participation in lawn bowls in the Newport area and promote sportsmanship and conviviality amongst Club members.
3. Organise, manage and control bowls championships and social competitions as considered appropriate and encourage members to participate in inter-club, regional state and national events.
4. Affiliate and co-operate with organisations governing the sport of lawn bowls in the regulation, conduct and control of the sport.
5. Direct and control the business affairs of the Club to ensure its short and long-term financial viability and meet its compliance obligations to support the achievement of these objectives.
6. Generally, to do all other things conducive to the attainment of any of the above objectives.
7. These objectives are in accord with the original objectives of the Company set out in the Memorandum and Articles of Association.

MEMBERSHIP

Regardless of the membership categories below, the Club may create other classes or sub classes of membership as defined in By-Laws determined by the Board.

The membership of the Club shall be comprised of the following categories:

1. “Bowling Member” meaning a person who has been accepted as an active bowling member and has paid the applicable annual subscription and other fees and charges.
2. A Bowling Member shall be entitled to all the playing and social privileges of the Club and be entitled to attend and vote at any meetings and elections of the Club.
3. “Life Member” meaning a Bowling Member who has been proposed and voted in under the relevant constitution clause.
4. A Life Member shall be entitled to all the playing and social privileges of the Club and be entitled to attend and vote at any meetings and elections of the Club.
5. “Multi Member” meaning a person who is a financial member of another Bowls NSW affiliated bowling club designated as their primary club.
6. A Multi Member having paid the applicable Multi Member subscription and other fees and charges shall be entitled to bowl in Club competitions as determined by the Clubs Board and /or Section sub-committee.
7. Multi Members are not entitled to attend or vote at any meetings or elections of the Club.
8. Social Member” means a person who has been elected as a Social Member and has paid the appropriate annual subscription and other fees and charges.
9. A Social Member shall be entitled to the social privileges of the Club but not entitled to attend or vote at any meetings or elections of the Club.
10. A life member shall not be obliged to pay any annual subscriptions.

ADMISSION OF MEMBERS

1. The Board shall determine a procedure for the admission of new Bowling Members.
2. Candidates for bowling membership must sign a nomination form and be proposed by a Bowling Member and seconded by another Bowling Member.
3. Candidates must satisfactorily complete coaching and playing standard assessment before being eligible for membership acceptance.
4. Candidates may be required to pay the annual membership subscription prior to undertaking coaching and assessment.
5. The Board will approve/decline the acceptance of new Bowling Members.
6. Accepted candidates must sign an agreement to be bound by the Constitution and By-laws of the Club.
7. Life membership is reserved for any member who in consideration of long (more than ten years) and meritorious service to the Club is elected at a General Meeting by at least 75% of the members present and eligible to vote. Further, provided nominations for life membership are made in writing by two Bowling or Life Members and are approved by the Board.
The case for electing a life member should be communicated to members along with the notice convening the meeting. Only one life member may be elected in a calendar year.
8. Social Member applicants will be approved or declined by the General Manager where necessary in collaboration with the Board Chairperson.
9. The Board shall have power to make By-laws regulating all matters in connection with the election or reclassification of a member not otherwise provided by the Constitution.
10. Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared invalid.

CESSATION OF MEMBERSHIP

1. A member may at any time, by giving notice in writing to the Honorary Secretary, resign from membership of the Club but such member shall continue to be liable for any moneys due to the Club at the date of his/her resignation and for any sum required to be paid as a member of the Club in the event that the Club is wound up.
2. Every person ceasing to be a member of the Club or neglecting to pay the annual subscription shall forfeit all rights as a member of the Club.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

1. If any member refuses or neglects to comply with any provision of the Constitution of the Club or the By-laws, or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render them unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase their name from the register of members provided that:

- (a) Such member shall be notified of any charge against them pursuant to this Rule by notice in writing by a letter posted to their last known address, or hand delivered as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days;
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing;
 - (c) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to the Board in writing, by the member charged.
2. The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.
 3. Any decision of the Board of such hearing or any adjournment thereof shall be final, and the Board shall not be required to assign any reason for its decision.
 4. Any member notified, or any member proposed in accordance with this Rule to be notified, may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of their immediate suspension.

ADDRESS OF MEMBERS

Every person shall on becoming a member furnish to the Honorary Secretary particulars of the member's address (including an address within NSW for the service of notices) if those particulars have not already been stated on the application for membership and shall notify the Honorary Secretary in writing of any subsequent change of address.

REGISTERS OF MEMBERS AND OF GUESTS

To the extent required by the Registered Clubs Act from time to time, the Club shall keep a register of:

1. Bowling Members, which shall have entered into the register their name and the address and contact details.
2. Social Members, which shall have entered into the register their full name, address and contact details.
3. Guests, which shall have entered into the register their full name and address and contact details and be countersigned by the introducing Member.

VOTES OF MEMBERS

1. Only the following members shall be entitled to vote at any General Meetings of the Club:
 - (a) Bowling Members.
 - (b) Life Members.
2. Every Member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
3. No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
4. No member shall be entitled to attend or vote at any General Meeting of the Club unless that member has paid their annual subscriptions and all other moneys due to the Club at the time of such meeting.

SUBSCRIPTIONS

1. The annual subscription payable by each Member shall be an amount as determined by the Board from time to time.
2. The annual subscriptions shall fall due on the first day of July in each year and shall be paid annually in advance.
3. If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and the member may be disqualified from all Club competitions in which the member may be participating.
4. All newly elected Bowling Members shall be liable for the then current year's subscription, but any person elected to membership as a Bowling Member after the first day of January in any year shall be liable to pay a pro rata fee for the remainder of the year.
5. The Board may at any time reduce the amount of the annual subscription in respect of individual cases and shall have discretionary power to fix and determine or waive any fees chargeable to any member under any special circumstances that may arise.

BOARD OF DIRECTORS (APPOINTMENT AND REMOVAL)

1. The Board shall consist of not less than five (5) nor more than nine (9) Directors who shall comprise a Chairperson, two (2) Deputy-Chairpersons, a Treasurer and up to five (5) other Directors. The Board must seek to maintain an equal gender ratio of male and female elected Directors.
2. All Directors will retire at the next Annual General Meeting following their election or appointment and, subject to this Constitution, shall be eligible for re- election.
3. The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to this constitution.
4. Under the Liquor Act, no proxy voting is allowed
5. Only Bowling Members and Life Members shall be entitled to be nominated, elected or appointed to the Board.

6. A member currently under suspension by the Board shall not be eligible to be nominated, elected or appointed to the Board.
7. A member of the Club who is also an employee of the Club shall not be eligible to be nominated, elected or appointed to the Board.
8. A member shall not be entitled to be nominated, elected or appointed to the Board unless that member shall have paid all annual subscriptions and other money due to the Club at the time of such nomination, election or appointment.
9. Nominations for the election of a Director shall be made in writing and signed by two Bowling Members and/or Life Members and by the nominee who shall signify his or her consent to the nomination
10. The nomination shall specify the position on the Board for which the nominee is nominated.
11. Any eligible member may be nominated for more than one (1) position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall be the order appearing in Clause 1.
12. Nominations shall cease at 5 p.m. twenty-one (21) days prior to the date of the Annual General Meeting.
13. The Honorary Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the candidate's proposers on the Notice Board.
14. If the full number of candidates for the various positions on the Board is not nominated as prescribed then those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may, with the consent of the nominee or nominees, be made at the meeting for the positions not so filled.
15. If there is more than the required number nominated for any position an election by secret ballot shall take place in respect of that position but if there is only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
16. The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct provided that, a ballot for election of Directors may be conducted at the Club's premises during the specified period immediately preceding the date of the Annual General Meeting or a postal or electronic ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.
17. If there shall not be sufficient nominations for any position on the Board as herein before provided, then the Board may appoint any eligible Bowling Member to fill the vacant position, and any person appointed shall hold office until the next Annual General Meeting.
18. The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by this Constitution.
19. In addition to the circumstances in which the office of a director becomes vacant by virtue of Corporations Law or the Registered Clubs Act, the office of a director becomes vacant if he/she:
 - (a) Resigns from office by written notice to the Club,
 - (b) Is absent from three (3) consecutive Board meetings without leave of absence.
20. The Board may at any time appoint any eligible Bowling Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
21. The Club may by a resolution of members entitled to vote at a General Meeting remove any Director or all the Directors before the expiration of their period of office and appoint another Director or Directors in their place. The person or persons so appointed shall hold office during

such time only as the Director or Directors removed would have held office if that Director had not been so removed.

22. Except as permitted by the Registered Clubs Act, no Director shall receive any remuneration for services rendered in his or her capacity as a Director.

BOARD OF DIRECTORS (POWERS AND DUTIES)

1. The Board shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except in so far as is otherwise expressly provided by the Corporations Law or the Registered Clubs Act.
2. In particular, but without limiting the generality of the foregoing, the Board shall have power from time to time:
 - (a) To appoint from among its members or members of the Club committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committees elected by the members or a section of the members.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, representatives, agents or other employees as it may from time to time think fit and to determine the duties, pay, salary and benefits or other remuneration of such people subject to the NSW Registered Clubs Act.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute, conduct, defend, or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to, and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques, bills of exchange promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the money of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.
 - (i) From time to time at its discretion to borrow or raise moneys or obtain financial accommodation for the purposes of the Club with or without security in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks and either charged upon all or any of the Club's property both present and future or not so charged. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, or other goods or chattels belonging to the Club.

- (k) Subject to the Registered Clubs Act, to impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their behavior or attire whilst on the premises.
- (l) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- (m) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium.
- (n) Paying out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by a member of the Club or by the Secretary Manager or any other employee, occurred carrying out his or her duties in relation to the Club.
- (o) From time to time to make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club.
- (p) Any By-law determined by the Board shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Notice Board.

BOARD OF DIRECTORS (PROCEEDINGS)

1. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be a majority of the Board.
2. The Chairperson may at any time, and the Honorary Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
3. Subject to this Constitution questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
4. The Chairperson of the Board shall if present preside at all meetings of the Board. In the Chairperson's absence or if the Chairperson shall be unwilling to act a Deputy-Chairperson shall preside and in the event of the Chairperson and both Deputy-Chairpersons being absent or unwilling to act the meeting shall elect a member of the Board to be chairperson of the meeting. The Chairperson of such meeting shall in the case of an equality of votes have a casting vote in addition to a deliberative vote.
5. In the event of a vacancy or vacancies in the office of a director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a General Meeting of the Club.
- 6.(a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

- 6.(b) For the purposes of paragraph (a), two (2) or more separate documents containing statements in identical terms, each of which is signed by one (1) or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 6.(c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
7. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a Director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.
8. Any Director who has a material personal interest in a matter that relates to the affairs of the Club must declare the nature and extent of that interest to the Board in writing before entering into any transaction.
9. The Honorary Secretary shall record in the minutes any declaration made or any general notice given by a Director in relation to this clause.
10. A Director is ineligible to hold office and is disqualified from office by contracting with the club unless expressly approved by the Board.
11. A Director with a material personal interest in a matter under consideration by the Board must not be present at the meeting considering the matter nor vote on the matter except where permitted under the Corporations Act.

ANNUAL GENERAL MEETING AND GENERAL MEETINGS (PROCEEDINGS)

1. An Annual General Meeting of the Club shall be held in accordance with provisions of the Corporations Law.
2. All meetings of the Club, other than Annual General Meetings, shall be called General Meetings.
3. The Annual General Meeting of the Club shall be held within three (3) months after the conclusion of each financial year at such time and place as may be determined by the Board.
4. Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
5. All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and received by the Honorary Secretary at least twenty- eight (28) days prior to the date of such meeting.
6. At least fourteen (14) days' written notice of the Annual General Meeting shall be given to each member of the Club entitled to attend and vote at such meeting.
7. A General Meeting (other than the Annual General Meeting) may be called on any date by the Chairperson or the Board and also shall be called by the Honorary Secretary upon receipt by the Honorary Secretary of a requisition (which need not be in one document) signed by not less than 5% of the total number of Bowling Members and Life Members stating the business to be considered.
8. The date of such meeting shall be within two (2) months of deposit of the requisition and if the Board does not, within twenty-one (21) days of deposit of the requisition, proceed to convene the

meeting then the requisitions or a majority of them may themselves call the meeting and for that purpose shall have access to the Register and any other records necessary for the purpose of calling the meeting.

9. Every notice convening a General Meeting (including the Annual General Meeting) shall be in writing and shall specify the place and day and the time of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution, the Corporations Law or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
10. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any member shall not invalidate the proceedings of the meeting.
11. The period of notice in respect of a General Meeting (including an Annual General Meeting) shall be at least fourteen (14) days except in the case of a meeting being convened for the purpose of passing, or for purposes which include the passing of, a Special Resolution in which event the period of notice shall be at least twenty-one (21) days.
12. No business shall be transacted at a General Meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Twenty-five (25) Bowling Members and/or Life Members shall constitute a quorum at such meeting.
13. If a quorum is not present within half an hour from the time appointed for the meeting:
 - (a) Where the meeting was convened upon the requisition of members – the meeting shall be dissolved; or
 - (b) In any other case:
 - i. The meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - ii. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.
14. The business of the Annual General Meeting shall be as follows:
 - (a) To confirm the Minutes of the previous Annual General Meeting.
 - (b) To receive and consider the reports of the Board.
 - (c) To receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor.
 - (d) To declare the result of the election of the Chairperson, Deputy Chairpersons, the Treasurer and up to five (5) other Directors for the ensuing years and, if necessary, to elect further Directors.
 - (e) To approve honoraria (if any).
 - (f) To deal with any business of which due notice has been given.
 - (g) The Chairperson shall allow a reasonable opportunity for the members at the meeting to ask questions or comment on the management of the Club.
 - (h) Should the Club's auditor or representative attend the Annual General Meeting, the chairperson shall allow a reasonable time for members present to ask questions relevant to the auditor's report.

15. The Chairperson shall preside at all General Meetings of the Club. In the Chairperson's absence or if the Chairperson shall be unwilling to act a Deputy-Chairperson shall preside and in the event of the Chairperson and both Deputy-Chairpersons being absent or unwilling to act the members of the Board present shall elect a Director to be chairperson of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a chairperson of the meeting.
16. Every question or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands unless, either before or forthwith upon a declaration of the result of the show of hands, a poll is demanded by the chairperson or by at least five (5) members present and entitled to vote. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and on a poll have a casting vote to which the chairperson is entitled as a member.
17. At any meeting unless a poll is demanded as provided in clause 16, a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
18. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
19. The chairperson of the meeting may with the consent of any meeting at which a quorum is present and shall if so, directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (a) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
21. The Board shall cause minutes to be kept by the Honorary Secretary in books provided for the purpose:
 - (a) Of all appointments of officers made by the Club;
 - (b) Of the number of members present and voting at General Meetings of the Club;
 - (c) Of all resolutions and proceedings at all General Meetings of the Club.

FINANCIAL YEAR

The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the next year.

ACCOUNTS AND AUDIT

1. The Board shall cause correct and proper accounts and records to be kept with respect to all monetary and all other transactions of the Club in accordance with the Corporations Law and the Registered Clubs Act.
2. The Board shall:
 - (a) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act;
 - (b) Within forty-eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position within the premises of the Club; and
 - (c) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty-eight (28) days.
3. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
4.
 - (a) The Board shall once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting.
 - (b) The report of the Board referred to in paragraph (a) shall comply with the requirements of the Corporations Law, the Registered Clubs Act and Australian Accounting Standards.
 - (c) At least fourteen (14) days before the date of the Annual General Meeting a copy of the Balance Sheet, Profit and Loss Account and Auditor's Report accompanied by a copy of the report of the Board shall be served personally or by post or electronically on each member entitled to vote at meetings of the Club and shall also be posted on the Notice Board.

NOT FOR PROFIT

The assets and income of the organization shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bone fide compensation for services rendered or expenses incurred on behalf of the organisation.

AUDITORS

An Auditor shall be appointed and the Auditor's duties shall be regulated in accordance with the provisions of the Registered Clubs Act and the Corporations Law.

GENERAL MANAGER

1. The Board shall appoint a person to be the General Manager of the Club. Comparable titles are Secretary Manager; Acting General Manager; Acting Secretary Manager.
2. Subject to the Registered Clubs Act, the Board may determine the experience, skills, competence, training and other qualifications required for the General Manager of the Club.
3. The General Manager shall report to the Board through the Chairperson.
4. The Clubs Employees will be under the direction of and accountable to the General Manager.
5. No Director, Member, Guest or Visitor will in relation to the Clubs employees, act discourteously to them; or direct or attempt to direct them in the course of their duties.

HONORARY SECRETARY

1. The Board shall appoint a person to the position of Honorary Secretary. That appointee may be a director or ordinary bowling member.
2. Duties will involve drafting meeting minutes plus other tasks as determined by the Board.

MINUTES

1. The Club must keep minute books in which it records proceedings and resolutions of all general meetings of members and proceedings and resolutions of Board meetings (including meetings of a committee of directors) and resolutions passed by Directors without a meeting.
2. The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
3. The Club must keep its minute books at the Club's registered office.

GUESTS

1. All members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with their own name in the Guest Register.
2. Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
3. Members shall be responsible for the conduct of any guests they may introduce to the Club.
4. Except as otherwise permitted by the Registered Clubs Act, no liquor shall be sold supplied or disposed of on the premises of the Club except to a Member or a guest.
5. No member shall introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board of the Club.
6. The Board or the General Manager may refuse a guest, admission to, or require a guest to leave, the Club premises (or any part thereof) without assigning any reason.

7. The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.

NOTICES

1. Notice may be given by the Club to any member either personally or by sending it by post or electronic means to that member at the member's registered address.
2. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected, in the case of a notice convening a meeting, on the day following that on which the same shall have been posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
3. If a member has not supplied to the Club an address within the NSW for the giving of notices to that member a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is posted.

INSPECTION OF RECORDS

The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in General Meeting.

INDEMNITY

Every Officer, Auditor or Agent and every member of any committee or sub- committee constituted under this Constitution and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by that person as such Officer, Auditor or Agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to that person.

DISSOLUTION

Following the winding-up or dissolution of the Club if there remains any property after debts and liabilities have been cleared, no distribution or payment will be made to members.

Instead, any remaining property shall be given to another non-profit organisation or organisations, with similar objectives to the Club. Should the Board not identify and agree on a suitable recipient then at the Boards discretion the property may be donated to a charitable organisation.

APPENDIX

DEFINITIONS & INTERPRETATIONS

In this Constitution unless there is something in the subject or context inconsistent therewith:

1. "Annual General Meeting" means the Annual General Meeting held each year as required by the Corporations Law.
2. "Act" means the Corporations Act 2001 (as amended) and any regulation made under that act.
3. "Annual Report" means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act, and the Australian Accounting Standards.
4. "Annual Subscription" means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.
5. "Australian Accounting Standards" means the standards issued by the Australian Accounting Standards Board.
6. "Authority" means the Independent Liquor & Gaming Authority.
7. "Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.
8. "By-laws" means the Rules that have been determined by the Board in accordance with this Constitution.
9. "Chairperson", in the case when it is not a reference to the Chairperson of the Board, shall mean the chairperson of a meeting of the Club being such person entitled to preside at the said meeting in accordance with the provisions of this Constitution.
10. "Club" means the Newport Bowling Club Limited.
11. "Constitution" means this company constitution of the Club in accordance with the Corporations Act.
12. "Contract" includes commercial arrangement.
13. "Financial member", and the term "financial" when referring to a member, means a member who has paid the annual subscription in advance.
14. "Gaming Machines Act" means the Gaming Machines Act 2001 (as amended) and any regulation made under that act.
15. "General Manager" includes Acting General Manager, Secretary Manager, Acting Secretary Manager.
16. "Liquor Act" means the Liquor Act 2007 (as amended) and any regulation made under that act.
17. "Month" means calendar month.
18. "Notice board" means a board or boards designated as such within the Club premises on which notices for the information of members are posted.
19. "Officer" shall have the meaning defined in the Act.
20. "Ordinary resolution" means a resolution that may be passed by a simple majority (50% plus one) at a general meeting of members.
21. "Registered Clubs Act" means the Registered Clubs Act 1976 (as amended) and any regulation made under that act.

22. “Responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.
23. “Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club and shall include an accredited external representative.
24. “Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.
25. “Special resolution” means a resolution that in accordance with the Act:
Is passed at a general meeting of the Club of which at least twenty-eight (28) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and,
Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.
26. “Teleconference” includes the use of telephone, computer, or video-based equipment, or other suitable electronic means of communication.
27. Words importing the singular number may also include the plural and vice versa. Words importing persons may include corporations.
28. “Written” and “in writing” include printing, typing, lithography, electronic communication, and other modes of representing or reproducing words in visible form.
29. “Year” when referring to matters dealing with elections means the period between successive Annual General Meetings.
30. References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
31. The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
32. A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, unless otherwise being varied or revised by the members of the Club in a general meeting or by a Court of proper jurisdiction.