

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

Amended: 20 October 2025

RULES OF

MOUNT LEWIS BOWLING CLUB

CO-OPERATIVE LIMITED

DEFINITIONS AND INTERPRETATIONS

1. (a) In these Rules unless the context otherwise requires:

“Act” means the Co-operative (Adoption of National Law) Act 2012 and any regulation made under the Co-operative (Adoption of National Law) Act 2012. Any reference to a provision of the Co-operative (Adoption of National Law) Act 2012 includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Co-operative (Adoption of National Law) Act 2012 however that provision may be amended in that legislation.

“Annual General Meeting” means the General Meeting held each year as required by the Act and these Rules.

“Board” means the Board of Directors of the Club.

“By-laws” means the By-laws of the Club for the time being in force.

“Club” means Mount Lewis Bowling Club Co-operative Limited.

“Financial member” means a member who has renewed their membership and paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

“Full member” means a person who is an ordinary member or Life member of the Club.

“Gaming Machines Act” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

“Liquor Act” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

“Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation. “Member” means a person who is a Full member of the Club.

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“Month” means calendar month.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

“Notice Board” means the Board or Boards provided in the Club premises on which notices for the information or members are posted.

“Non-Financial member” means a member who has not renewed their membership and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

“Office of the Club” means the Registered Office for the time being of the Club.

“Officer” includes a Director, Secretary, Treasurer, Executive Officer or other person empowered under these Rules to give directions in regard to the business of the Club but does not include the auditor.

“Prescribed” means prescribed by the Act or Regulations.

“Register” means the Register of Members and Shares kept pursuant to the Act and the Registered Clubs Act.

“Registered Clubs Act” means the Registered Clubs Act, 1976.

“Registrar” means the Registrar of Co-operative Societies or Deputy Registrar.

“Regulations” means regulations under the Act.

“Secretary” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Clubs Act.

“State” means the State of New South Wales.

“Written” or “in writing” includes printing, lithography and other modes of reproducing or representing words in a visible form.

Expressions used have the same meanings as those ascribed to them by the Act.

- (b) Words importing the singular number include the plural and vice versa.
- (c) Words importing any gender include every other gender.
- (d) References to any statutory 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 substantially replacing any such enactment or regulation.
- (e) These Rules shall for the purposes of the Registered Clubs Act and for all purposes be deemed to be the Rules of the Club.
- (f) 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 clauses in these Rules nor limit or govern the construction of these Rules.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

2. (a) In accordance with Section 106 of the Act, the Rules of the Club shall bind the Club and all members thereof, and all persons claiming through them respectively, to the same extent as if each member has subscribed the members name and affixed the members seal thereto, and there were contained in the Rules a covenant on the part of each member and the member's legal representatives to observe all provisions of the Rules, subject to the provisions of the Act.
- (b) Except as otherwise permitted by the Act, the Rules of the Club shall not be altered unless the alteration has been approved by a special resolution. No such alteration shall have effect until the alteration has been registered by the Registrar. Alteration includes addition to a Rule and a rescission of a Rule.
- (c) Any person shall be entitled on demand to a copy of these Rules upon payment of such sum not exceeding one dollar [\$1.00] as the Board may from time to time determine.

NAME

3. The name of the Club shall be Mount Lewis Bowling Club Co-operative Limited.

REGISTERED OFFICE

4. The Office of the Club shall be at 18 Waterloo Road, Greenacre or such other place as the Board may determine. The Board shall in accordance with Section 72(5) of the Act cause notice of any changes thereof to be transmitted to the Registrar in the form prescribed within twenty-eight (28) days after the change.
- 4A. (a) (i) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
 - (ii) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the club of, or the fact that the Club has applied for a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
 - (iii) The Secretary, or any employee, or a member of the governing body or of any committee, of the Club shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed amongst the members of the Club.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (c) (i) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1)(b) of the Registered Clubs Act.
- (ii) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen years. A person under the age of eighteen shall not use or operate poker machines on the premises of the Club. An employee of the Club shall not vote at any meeting of the Club or of the Board, or at any election of the Board, or hold office as a member of the Board. Subject to section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts. Subject to section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person. Notwithstanding any other provision of these Rules, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

OBJECTS

- 5. (a) The objects of the Club shall be to provide the following community services:
 - (i) The promotion of the game of bowls and the provision of facilities for the playing of the game of bowls by its members and other persons.
 - (ii) The operation, maintenance and carrying on of a Club to be known as Mount Lewis Bowling Club Co-operative Limited.
 - (iii) The promotion of such other sports, games amusements and recreations as the Board may deem expedient.
 - (iv) The provision and maintenance of buildings and grounds for recreation.
 - (v) The provision of such other recreational facilities as the Board may determine from time to time.
 - (vi) The doing of all such other things as are incidental or conducive to the attainment of all or any of the above objects.
- (b) The objects referred to in sub-paragraphs (i), (ii) and (iii) of paragraph (a) of this Rule 5 are the primary objects of the Club.

POWERS

- 6. The Club shall have the power to do the following things as incidental to its objects:

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (a) provide and carry on any community service, including transport and the supply of water, gas and electricity, provide and install plant fittings and requisites in connection with any community service, and do anything necessary or convenient therefore;
 - (b) erect dwellings and buildings either on behalf of or for sale or letting to members;
 - (c) acquire land on which dwellings or buildings are being or have been erected and sell or let the same to members;
 - (d) sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club subject to the requirements of the Liquor Act and Registered Clubs Act;
 - (e) subdivide land, make and maintain private ways, bridges, culverts and drains and make, open and dedicate roads;
 - (f) provide and maintain buildings and grounds for education, recreation or other community purposes, or operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
 - (g) promote and carry out any charitable undertaking;
 - (h) raise money on loan or to raise money by issuing, discounting or otherwise dealing with bills of exchange for any objects of the Club from time to time subject to Sections 65 and 66 of the Act;
 - (i) receive money on deposit;
 - (j) acquire by purchase or otherwise shares in any other society;
 - (k) contact or otherwise make arrangements for any guarantee or guarantees by any person or persons of the payment of money by the Club or of the performance by the Club of any of its obligations whether present or future and for such purpose to indemnify or agree to indemnify the person or persons giving or about to give such guarantee or guarantees and to give security over the assets of the Club or any of them for such indemnity or for the performance of such agreement to indemnify;
 - (l) arrange insurance on behalf of its members.
7. The Club may, in accordance with Section 64 of the Act, acquire by lease, purchase, donation, devise, bequest or otherwise any real or personal property for any objects of the Club and may sell or lease any such real or personal property subject however to any necessary approvals or consents required under the Registered Clubs Act or any other laws for the time being operative.

INVESTMENTS

8. The funds of the Club may in accordance with Section 285 of the Act be invested in any of the following ways:
- (a) any securities authorised by law for the investment of trust funds;

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (b) deposit in any bank prescribed by the Regulations or in any society which is authorised to receive deposits;
- (c) shares of, or deposits in any building society registered under the Permanent Building Societies Act, 1967;
- (d) any securities prescribed by Regulation;
- (e) any other securities allowed by the Act.

CAPITAL AND SHARES

- 9. (a) The capital of the Club shall be raised by the issue of shares which shall be of one class, all ranking equally, and be of the nominal value of \$1.00 each.
- (b) The maximum nominal value of the share which may be held by a member is \$1.00.
- (c) The capital shall vary in amount according to the nominal value of shares from time to time subscribed.
- (d) Every member, with the exception of Honorary and Temporary members, shall hold one [1] shares.
- (e) No member shall hold more than one-thirtieth of the shares in the Club.
- (f) The shares of the Club shall not be quoted for sale or purchase at any stock exchange or in any other public manner whatever within the meaning of the Income Tax and Social Services Contribution Assessment Act, 195-1964 of the Commonwealth of Australia.

FORFEITURE OF SHARES - NON PAYMENT OF ANNUAL SUBSCRIPTION

- 10. (a) The shares of a member whose annual subscription under Rules 37 and 38 has not been paid may be forfeited by resolution of the Board.
- (b) Written notice of the proposed forfeiture shall be forwarded to the member not less than 14 days before the date of the Board meeting at which the resolution for forfeiture of the shares is to be moved, and the member shall be given an opportunity of being heard at the meeting.
- (c) Upon forfeiture the amount paid upon the shares shall be repaid to the member. The provisions of paragraphs (b) to (e) of Rule 32 shall apply mutatis mutandis to any such repayment.

FORFEITURE OF SHARES – INACTIVE MEMBERS

- 11. (a) Subject to the Act, the Board shall declare to be forfeited the shares of a member where:
 - (i) the whereabouts of the member are not presently known and have not been known to the Club for a continuous period of at least two [2] years before that time; or

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (ii) the member is not presently an active member of the Club and has not been an active member of the Club at any time during the period of two [2] years immediately before that time,

and any such declaration shall have effect according to its tenor.

- (b) The payment of the annual subscription as provided in Rules 37 and 38, to be applied in connection with a primary object of the Club, shall be sufficient to establish active membership until the due date for payment of the annual subscription for the ensuing year.
- (c) The Board shall ensure that not less than one [1] month's notice of its intention to declare the shares of a member to be forfeited is given to the member:
 - (i) by notice in writing sent to the member by post; or
 - (ii) where the member's whereabouts are unknown to the Club by notice published in a newspaper circulating in the district in which the Office of the Club is situated,

provided that no such notice is required to be given where the member's whereabouts are unknown to the Club and the amount subscribed in respect of the shares to be forfeited does not exceed \$50.00.

- (d) Where the shares of a member of the Club are forfeited under this Rule, the Club shall, within twelve [12] months after the date of forfeiture:
 - (i) repay to the former member the amount paid up in respect of the forfeited shares; or
 - (ii) if, in the opinion of the Board, repayment of that amount to the former member would adversely affect the financial position of the Club – apply that amount as a deposit by the former member with the Club or allot debentures of the Club to the former member in satisfaction of that amount PROVIDED THAT such deposit or debenture (together with any accumulated interest) shall be repaid to the former member as soon as the repayment would not, in the opinion of the Board, adversely affect the financial position of the Club and in any case before the expiration of ten [10] years after forfeiture of the member's shares.
- (e) Where a former member whose shares are declared to be forfeited under this Rule is subsequently readmitted to membership of the Club, any amount held by the Club under sub-paragraph (ii) of paragraph (d) shall, at the request of the member, be applied towards the cost of subscription for share capital in the Club.
- (f) The Club shall keep a register in the prescribed form and specifying the particulars of shareholders whose shares have been forfeited under this Rule.

12. Deleted.

TRANSFER AND TRANSMISSION OF SHARES

13. A share shall not be sold or transferred.
14. Deleted.

LIABILITY OF A MEMBER

15. A member shall be liable to the Club for the amount, if any, unpaid on the shares held by the member, together with any charges payable by the member to the Club, as prescribed by these Rules.

MEMBERSHIP

16. Every member, with the exception of Honorary and Temporary members, shall hold one [1] share.
17. Deleted.
18. The members of the Club shall consist of the following:
 - (a) All persons who at the 14th day of June 1987 were members of the Club provided that:
 - (i) those members formerly known as "Ordinary members" shall be known as "Bowling members";
 - (ii) those members formerly known as "Lady members" shall be known as "Bowling members";
 - (iii) those members known as "Social members" shall continue to be known as "Social members";
 - (iv) those members known as "Junior members" shall continue to be known as "Junior members";
 - (v) those members known as "Life members" shall continue to be known as "Life members";
 - (vi) those members known as "Honorary members" shall continue to be known as "Honorary members".
 - (b) Such other persons as the Board shall admit to membership in accordance with these Rules.
19. The membership of the Club shall be divided into the following categories:
 - (a) Ordinary members;
 - (b) Honorary members;
 - (c) Life members;
 - (d) Temporary members.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

20. Ordinary membership of the Club shall consist of the following classes:
- (a) Bowling members;
 - (b) Social members;
 - (c) Junior members.
21. (a) "Bowling member" shall mean a person who having been elected a Bowling member shall have paid the applicable share application fee, the entrance fee and the applicable annual subscription or a person deemed to be a Bowling member pursuant to paragraph (a) of Rule 18. A Bowling member shall be entitled to all the playing and social privileges and advantages of the Club and shall be entitled to attend and vote at any meetings of the Club. A person deemed to be a Bowling member pursuant to paragraph (a) of Rule 18 shall be deemed to have paid the entrance fee and the annual subscription for the then current financial year.
- (b) "Social member" shall mean a person who having been elected a Social member shall have paid the applicable share application fee, the entrance fee and the applicable annual subscription or a person deemed to be a Social member pursuant to paragraph (a) of Rule 18. A Social member shall be entitled only to the social privileges and advantages of the Club but shall not be entitled to attend or vote at any meetings of the Club. A person deemed to be a Social member pursuant to paragraph (a) of Rule 18 shall be deemed to have paid the entrance fee and the annual subscription for the then current financial year.
- (c) "Junior member" shall mean a person under the age of eighteen [18] years who, having been elected a Junior member, shall have paid the applicable share application fee, the entrance fee and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to attend or vote at any meetings of the Club.
- (d) For the purposes of this Rule 21, the "applicable share application fee" means the amount payable pursuant to paragraph (e) of Rule 27.
22. (a) "Life member" shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any general meeting by two-thirds of the members present and entitled to vote, as a Life member of the Club provided that such nomination is made in writing by two Bowling members or Life members of the Club and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination.
- (b) A Life member shall be entitled to all the rights privileges and advantages to which a Bowling member is entitled under these Rules.
- (c) A Life member shall not be obliged to pay any annual subscriptions.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (d) A person applying for Junior membership must satisfy the Board of Directors that if elected to membership that person will take an active part on a regular basis in the sporting activities organised by the Club.
 - (e) Junior members must take an active part in the sporting activities of the Club on a regular basis.
 - (f) Junior members shall be permitted to use only those parts of the defined premises of the Club for which an authority under Section 22 of the Registered Clubs Act 1976 is in force but shall not be served with or consume alcohol in the Club.
23. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club;
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club, and shall not be entitled to attend or vote at any meetings of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full or surname and initials of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which the Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.
24. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than as may be determined from time to time by the Board by By-law pursuant to these Rules.
 - (b) Full members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

25. (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club except for a minor in accordance with Rule 92.
- (d) The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club.
- (f) When a Temporary member (other than a Temporary member admitted pursuant to paragraph (c) of Rule 24) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (i) the name in full or surname and initials of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted;
 - (iv) the signature of the Temporary member.
26. Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary members of the Club provided that any patron who is a Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.
- 26A. (a) A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form, may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club, that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- (c) Provisional members may be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so. Provisional members are not entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club.

ADMISSION OF MEMBERS

27. (a) A person applying for membership of the Club (**the applicant**) must complete a membership application form and submit it to the Club.
- (b) Without limiting the powers of the Board, the Board will determine:
- (i) the form and particulars of the application form; and
 - (ii) how the application form is to be submitted (that is, in person and/or electronically);
 - (iii) if the initial joining fee and subscription must be paid when submitting their application form;
 - (iv) in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.
- (c) After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.
- (d) All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.
- (e) An applicant can only be admitted to membership if:
- (i) they satisfy the eligibility requirements for the relevant category of membership; and
 - (ii) at least fourteen (14) days have passed since the applicant applied for membership;
 - (iii) Rule 27(c) has been complied with; and
 - (iv) the Board or election committee resolves to admit the applicant to membership.
- (f) If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.
- (g) Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.
- (h) The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

28. The Board shall have power to grant written requests from ordinary members to change from any class of ordinary membership to another without the formality of a fresh election, provided that a member changing class shall not be entitled to any refund or reduction of any annual subscription paid or payable for the current financial year but shall pay such additional annual subscription and entrance fee as shall with the amount already paid bring the total annual subscription and entrance fee to the amount of the annual subscription and entrance fee for the class applied for.

CESSATION OF MEMBERSHIP

29. (a) A member may at any time and with immediate effect resign from his or her membership of the Club by giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) Upon receipt of the member's notice of resignation the shares of the member shall be cancelled and the cancellation shall be noted in the Register of Members and Shares.
- (c) Upon cancellation the amount paid upon the shares shall be repaid to the member provided that such payment shall be made at such time as shall be determined by the Board in its discretion but not later than twelve [12] months from the date of cancellation of the shares.
30. A member shall cease to be a member in any of the following circumstances:
- (a) Where the member's shares are forfeited in accordance with the Act and these Rules.
- (b) Where the member's shares are purchased by the Club in accordance with the Act and these Rules.
- (c) Where the member is expelled in accordance with these Rules.
- (d) Where the amount paid upon the member's shares is repaid to the member.
- (e) Where the member becomes bankrupt, and the trustee of his estate disclaims any of his property in accordance with the provisions of the law relating to bankruptcy.
- (f) On death, provided that the member's estate shall remain liable until the Club pays the value of the member's shares in accordance with the provisions of the Act.
- (g) Where the contract of membership is rescinded on the ground of misrepresentation or mistake.
- (h) Where he or she becomes inactive in accordance with Rule 11.

DISCIPLINE – SUSPENSION OF MEMBERSHIP, FINES AND EXPULSION OF MEMBERS

31. (a) Subject to Rule 31(b), the Board shall have power to reprimand, fine, suspend from some or all rights and privileges of membership for the same or varying periods of time, expel or accept the resignation of any member, if that member:
- (i) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (ii) is, in the reasonable opinion of the Board;
 - (1) guilty of any conduct prejudicial to the interests of the Club; or
 - (2) guilty of conduct which is unbecoming of a member.
- (b) Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.
- (c) The following procedure shall apply to disciplinary proceedings of the Club:
- (i) A member shall be notified of:
 - (1) any charge against the member pursuant to Rule 31(a); and
 - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (3) the date, time and place of the meeting of the Board at which the charge is to be heard.
 - (ii) The member charged shall be notified of the matters in paragraph 31(b)(i) by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
 - (iii) The member charged shall be entitled to:
 - (1) attend the meeting for the purpose of answering the charge; and
 - (2) submit to the meeting written representations for the purpose of answering the charge.
 - (iv) If the member fails to attend such meeting:
 - (1) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (2) the Board may impose any penalties,

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

- (v) After the Board has considered the evidence put before it, the Board may:
 - (1) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (2) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (vi) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (1) in the case of a decision under Rule 33(b)(i), immediately inform the member of the Board's decision; or
 - (2) in the case of a decision under Rule 33(b)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (vii) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
 - (1) at the meeting or afterwards; and
 - (2) by way or verbal or written submissions or a combination thereof.
- (viii) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (ix) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present vote in favour of such motion.
- (x) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 31.
- (xi) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (xii) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
- (xiii) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 31 is not strictly complied with

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

provided that there was no substantive injustice for the member charged.

32. If a notice of charge is issued to a member pursuant to Rule 31:

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from some or all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall take immediate effect and be promptly notified in writing to the member concerned.

33. (a) Except as provided in Sections 90 and 95 of the Act, no member dealt with in accordance with Rule 31 or Rule 32 shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, resignation, fine or expulsion or by reason of any act or thing arising therefrom or relating thereto.

(b) Every person ceasing to be a member of the Club whether by retirement expulsion death or neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under these Rules.

33A. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or an employee of the Club referred to in paragraph (c) of this Rule 33A may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
- (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, the Liquor Act or any other applicable law; or
- (iv) who hawks, peddles or sells any goods on the premises of the Club; or
- (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
- (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;
- (vii) whom the Club, under the conditions of its Club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.

(b) If pursuant to paragraph (a) of this Rule 33A a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or an employee of the Club referred to in

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

paragraph (c) of this Rule 33A, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

- (c) Without limiting the provisions of section 77 of the Liquor Act, the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
 - (ii) any employee authorised in writing by the Secretary to exercise such power.
- (d) Without limiting Rule 33A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 33A(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (e) Without limiting Rule 33A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 33A(a)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

ADDRESS OF MEMBERS

- 34. Members must notify the Club of any changes to their contact details, including addresses and email addresses.

REGISTER OF MEMBERS AND SHARES

- 35. The Club must keep registers of Full members, Honorary members, Temporary members and guests of members who have attained the age of eighteen (18) years.

VOTES OF MEMBERS

- 36. (a) Only the following members shall be entitled to attend and vote at any meetings of the Club:
 - (i) Bowling members;
 - (ii) Life members.
- (b) 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.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
- (d) No member whose shares are required to be forfeited under the Act or these Rules shall be entitled to be present or vote at any meetings of the Club.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (e) Notwithstanding anything contained in paragraph (a) of this Rule 36 Social members shall be eligible to attend and vote at the Annual General Meeting but only for the purposes of voting in the election of the Board of the Club and shall be eligible to attend and vote at any General Meeting to elect director or directors of the Club. Social members shall not have any voting rights other than as provided in this paragraph (e) to Rule 36 and in particular shall not be eligible to vote on any Special Resolution including, a Special Resolution to amend the Rules of the Club.

SUBSCRIPTIONS AND ENTRANCE FEE

- 37. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
- 38. In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 39. Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
- 40. All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.
- 41. Any person who has not paid his or her joining fee, subscription, levy or other payment:
 - (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (b) within one (1) months after the due date shall cease to be a member of the Club.
- 41A. Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

BOARD OF DIRECTORS (APPOINTMENT, REMOVAL AND REMUNERATION)

- 42. The Board shall consist of seven (7) directors all of whom shall be not less than eighteen (18) years of age and who shall comprise a President, two Vice Presidents, a Treasurer and three (3) other directors.
- 43. (a) All directors shall retire at the Annual General Meeting next at which an election of directors is to take place and, subject to these rules, the Act and the Registered Clubs Act, shall be eligible for re-election and all directors so elected shall hold office for the period commencing on the date of their election and terminating on the date of the second Annual General Meeting held thereafter.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (b) The Board shall be elected biennially by the members entitled to attend and vote at meetings of the Club pursuant to these Rules.
44. Only Bowling members and Life members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.
- 44A. As from the Annual General Meeting held in 2026 the Board of Directors shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below).

Definitions

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*
- (2) *The groups -*
- (a) *shall be determined by drawing lots; and*
 - (b) *shall be as nearly as practicable equal in number; and*
 - (c) *shall be designated as group 1, group 2 and group 3.*
- (3) *Unless otherwise disqualified, the members of the governing body -*
- (a) *in group 1 shall hold office for 1 year; and*
 - (b) *in group 2 shall hold office for 2 years; and*
 - (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the*

governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*
- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
- (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*
- and an election shall be held at the meeting to elect the members of the governing body.*

- 44B. No member shall be eligible to nominate for or be elected or appointed to the Board unless he or she is a Life member and/or Bowling member of the Club at the date that he or she nominates for election to the Board or is appointed to the Board.
45. No member currently under suspension by the Board in accordance with these Rules shall be eligible to nominate, stand for or be elected or appointed to the Board.
46. No member who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.
47. No member whose shares are required to be forfeited under the Act or these Rules shall be eligible to nominate, stand for or be elected or appointed to the Board.
48. No member shall be eligible to nominate, stand for or be elected or appointed to the Board unless he shall have paid all entrance fees, annual subscriptions and all other moneys due to the Club at the time of such nomination, standing for election, election or appointment.
- 48A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

49. (a) Nominations for election of a director shall be made in writing and signed by two Full members who are entitled to attend and vote at meetings of the Club pursuant to these Rules and by the nominee who shall also signify his consent to the nomination.
- (b) The nomination shall specify the position on the Board for which the nominee is nominated.
- (c) Any eligible member may be nominated for more than one 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 Rule 42.
- (d) Nominations shall cease fourteen [14] clear days prior to the date of the Annual General Meeting.
50. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the Notice Board.
51. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to paragraph (b), 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. If there be more than the required number nominated for any position an election shall take place in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (b) If, after the closing of nominations one or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (a), further nominations for that position may be called for at the Annual General Meeting prior to the election for that position.
- (c) 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, if the By-laws so provide, a ballot for election of directors may be held during the period of seven [7] days immediately preceding the date of the Annual General Meeting and the result of such ballot shall be declared at the Annual General Meeting.
- (d) If all of the positions on the Board shall not be filled, the meeting shall stand adjourned until the same day in the next week at the same time and place, and such adjourned meeting may receive nominations and election directors to the vacancies.
- (e) If all of the positions on the Board shall not be filled at the conclusion of the adjourned meeting held pursuant to paragraph (d), then the Board may appoint any Bowling member or Life member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting at which an election of directors is to take place.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (f) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided for by these Rules.
52. The office of director shall automatically be vacated if:
- (a) the director is disqualified for any reason referred to in under section 181 of the Act.
 - (b) the director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) the director is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (d) the director by notice in writing given to the Secretary resigns from office as a director.
 - (e) the director becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (f) the director ceases to be a member of the Club.
 - (g) the director ceases to hold the qualification because of which the person was qualified to be a director.
 - (h) the director becomes an employee of the Club.
 - (i) the director fails to complete the mandatory training requirements for directors referred to in Rule 48A within the prescribed period (unless exempted).
 - (j) if an administrator of the Club's affairs is appointed under Part 4.1 of the Act.
 - (k) if the director is removed from office under section 180 of the Act.
 - (l) was not eligible to stand for or be elected or appointed to the Board.
 - (m) is convicted of an indictable offence (unless no conviction is recorded).
 - (n) is not a Financial member of the Club.
 - (o) ceases to have a Director Identification Number.
53. (a) Except as otherwise required by the Act, the Board may at any time appoint any Bowling member or Life member to be a director to fill a casual vacancy and any director so appointed shall hold office until the next Annual General Meeting.
- (b) The Club may by resolution of members entitled to vote at a general meeting remove any director or all of the directors before the expiration of his or their period of office and appoint another or other director or directors as the case may be in his or their place. The person or persons so appointed shall hold office if he or they had not been so removed.

54. The directors shall receive a refund of all necessary expenses incurred by them in the business of the Club in accordance with Section 10(6)(d) of the Registered Clubs Act.

**BOARD OF DIRECTORS
(POWERS AND DUTIES)**

55. (a) The business and operations of the Club shall, in accordance with Section 84(1) and (2) of the Act, be managed and controlled by the Board, and for that purpose the Board, except as hereinafter provided, shall have and may exercise the powers of the Club as if they had been expressly conferred on the Board at a general meeting of the Club.
- (b) The powers of the Board shall be subject to any restrictions imposed thereon by the Act, the Registered Clubs Act or by these Rules.
- (c) Without limiting the generality of the foregoing the Board shall have power 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 or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
- (i) Such matters as it is specifically by these Rules empowered to do;
 - (ii) The general management control and trading activities of the Club;
 - (iii) The control and management of the Club premises;
 - (iv) The management and control of play and dress on the greens;
 - (v) The upkeep and control of the greens;
 - (vi) The control and management of all competitions;
 - (vii) The conduct of members and guests of members;
 - (viii) The relationship between the members and Club servants;
 - (ix) Generally all such matters as are commonly the subject matter of Club rules or By-laws or which by these Rules are not reserved for decision by the Club in general meeting.
56. Any By-laws made under these Rules shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Notice Board.
57. Deleted.
58. (a) The Board shall cause Minutes of meetings to be made in books provided for the purpose, and, in particular:
- (i) of all appointments of officers and employees made by the directors;
 - (ii) of the names of the directors present at each meeting of the Board and of any committee of the Board;

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (iii) of all resolutions and proceedings at all meetings of the Club, the Board and of committees of directors;

Such minutes shall be recorded in the minute book within fourteen [14] days of the date of the meeting the proceedings of which they record. The confirmation of such minutes shall be taken as the first business at the next succeeding meeting of the Club, Board, or committee as the case may be.

- (b) Every director present at any meeting shall sign his name in a book to be kept for that purpose.
59. The Board shall, in accordance with Section 250 of the Act, cause to be kept at the Office of the Club, and open at all reasonable hours to inspection:
- (a) by any member or creditor without fee:
 - (i) a copy of the Act and the Regulations;
 - (ii) a copy of the Rules of the Club;
 - (iii) a copy of the accounts of the Club in respect of the financial year of the Club then last past, together with any report of the auditor or Directors concerning those accounts;
 - (iv) the prescribed register of directors, members and shares;
 - (v) the prescribed register of loans raised, securities given and bonds issued by the Club; and
 - (b) by any member without fee:
 - (i) a copy of the minutes of general meetings of members of the Club.

BOARD OF DIRECTORS (PROCEEDINGS)

60. (a) The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit, providing a meeting of the Board shall be held at least once per quarter (as defined in the Registered Clubs Act). Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote.
- (b) The Chairman or any two [2] directors may, and the Secretary on requisition of the Chairman or any two [2] directors shall, at any time, summon a meeting of the Board.
61. Except in special circumstances determined by the Chairman, forty-eight [48] hours' notice shall be given of all meetings of the Board.
62. The quorum for any meeting of the Board shall be four [4] directors.
63. The continuing directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of directors, the continuing directors may act

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

only for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Club but not for any other purpose.

64. If the Chairman is not present or being present is unwilling to act as chairman of the meeting, the Board may elect a chairman of the meeting, but if no such chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting until such time as the Chairman being in attendance is willing to so act.
65. (a) The Board may, in accordance with Section 213 of the Act, by resolution, delegate to a director or committee of two [2] or more directors, the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution and the Club or the Board may by resolution revoke wholly or in part any such delegation.
- (b) A power, the exercise of which has been delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (c) A delegation under this Rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstance.
- (d) Notwithstanding any delegation under this Rule, the Board may continue to exercise all or any of the powers delegated.
- (e) Where a power is exercised by a director either alone or with another director or other directors and the exercise of the power is evidenced in writing, signed by the director in the name of the Board or in his own name on behalf of the Board, the power shall be deemed to have been exercised by the Board, whether or not a resolution delegating the exercise of the power to the director was when the power was exercised, in force and whether or not any conditions or limitations referred to in paragraph (c) of this Rule were observed by the director exercising the power.
- (f) An instrument purporting to be signed by a director as referred to in Section 214(3) of the Act shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the Club under seal and until the contrary is proved, shall be deemed to be an instrument signed by a delegate of the Board under Section 213 of the Act.
- (g) A committee may elect a chairman of their meetings. If no such chairman is elected, or, if at the meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- (h) A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
- (i) A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

only withdraw his or her consent within a reasonable period before the meeting.

66. (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.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one 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.
- (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.
- 66A. In addition to Rule 66, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
67. 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 appointment of a person to be a director, or to act as a director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a director.

CORPORATE GOVERNANCE

68. (a) Directors must comply with all of their legal duties as directors, including those duties set out in the Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.
- (b) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 68(c).
- (c) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

- (d) A director may disclose a material personal interest in the form of a standing notice to the other directors with ongoing effect in accordance with the Act.

Meetings and Voting

- 68A. (a) In accordance with section 30C(3) of the Registered Clubs Act, the co-operative, the Board or a committee of the co-operative may (but is not required to):
- (i) distribute a notice of, or information about, a meeting or election of the co-operative, the Board or a committee of the Club by electronic means, and
 - (ii) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (iii) allow a person entitled to vote at a meeting of the co-operative, the Board or a committee of the co-operative to vote in person or by electronic means.
- (b) If there is any inconsistency between Rule 68A(a) and any other provision of these Rules, Rule 68A(a) shall prevail to the extent of that inconsistency.
69. (a) A general meeting of the club to be known as the “Annual General Meeting” shall, as provided in Section 198 of the Act, be held each year on such date and at such time being within five [5] months after the close of the financial year or within such further time as may be prescribed and at such place as the Board may determine.
- (b) If an annual general meeting is not held in accordance with paragraph (a) of this Rule, the members may, in accordance with section 202 of the Act and Rule 71 requisition such a meeting.
70. All other general meetings of the Club shall be special general meetings.
71. (a) The Board may, whenever it thinks fit, convene a special general meeting of the Club and shall, on the requisition of not less than one-fifth of the Full members entitled to vote at meetings of the Club who are the holders of shares upon which all sums then due have been paid, forthwith proceed to convene a special general meeting.
- (b) A requisition for a special general meeting shall state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club, and may consist of several documents in the like form, each signed by one or more requisitionists.
- (c) If the Board does not within twenty-one [21] days from the date of deposit of the requisition proceed duly to convene a meeting to be held within forty two [42] days from such date, the requisitionists or any of them may after twenty-one [21] days after the date of the deposit of the requisition convene the meeting but any meeting so convened shall not be held after the expiration of three [3] months from the date of such deposit.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (d) A meeting convened by requisitionists in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which such meetings are convened by the Board.
 - (e) Any reasonable expense incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be paid to the requisitionists by the Club.
- 71A. The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 71B. If permitted by the Act, the Club may hold virtual only or hybrid general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.
- 71C. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 71D. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

GENERAL MEETINGS NOTICES

72. (a) Fourteen [14] days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in cases of special business, the general nature of that business, shall be given of any general meeting in the manner hereinafter mentioned, to such persons, as are, under these Rules, entitled to receive such notices from the Club; but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting.
- (b) In the case of special resolutions the giving of notices shall conform with Rule 76.
- (c) Any member having a resolution to submit to a general meeting shall give written notice thereof to the Club not less than twenty-eight [28] days prior to the date of the meeting.
- (d) The Board shall cause to be inserted in any notice convening a general meeting any business of which notice of his intention to move has been given by a member in accordance with these Rules provided that notice from the member shall have been received before the notice of the meeting has been issued.

73. 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 thirty-five [35] days prior to the date fixed for such Annual General Meeting.

**GENERAL MEETINGS
(PROCEEDINGS)**

74. (a) The ordinary business of the Annual General Meeting shall be:
- (i) to confirm minutes of the last preceding general meeting whether the Annual General Meeting or a special general meeting;
 - (ii) to receive and consider the accounts of the Club up to the end of the financial year together with any reports of the auditor or the directors concerning those accounts;
 - (iii) to receive and consider other reports on the Club's activities during the financial year;
 - (iv) to elect the directors to hold office in accordance with these Rules or in the event of the proviso to Rule 51(c) applying, to declare the result of the election of directors to hold office in accordance with these Rules and, if necessary, to elect further directors;
 - (v) to appoint auditors (if applicable);
 - (vi) to approve honoraria (if any).
- (b) The Annual General Meeting may also transact such special business of which notice has been given to members in accordance with these Rules.
- (c) All business shall be deemed special business other than such business of the Annual General Meeting as is by this Rule termed ordinary business.
- (d) No item of business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (e) Save as herein provided twenty [20] members entitled to attend and vote at meetings of the Club personally present shall be a quorum. If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place and if the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the numbers present shall be a quorum.
- (f) The Chairman of the Board shall preside at every general meeting of the Club.
- (g) If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman of the meeting the members present shall choose someone from their number to be chairman of the meeting until such time as the Chairman being in attendance is willing to so act.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (h) The chairman 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. 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. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- (i) The following standing orders shall be observed at the Club's meetings:
 - (i) the mover of a proposition shall not speak for more than ten [10] minutes. Subsequent speakers shall be allowed five [5] minutes, and the mover of the proposition five [5] minutes to reply. The meeting may however, by simple majority, extend in a particular instance the time permitted by this Rule;
 - (ii) whenever an amendment is proposed upon an original proposition, no second amendment shall be taken into consideration until the first amendment shall have been disposed of;
 - (iii) if an amendment be carried, it shall displace the original proposition and become itself the proposition to which any further amendment may be moved;
 - (iv) if an amendment be negatived, then a further amendment may be moved to the original proposition but only one amendment shall be submitted to the meeting for discussion at one time;
 - (v) the mover of every original proposition, but not of an amendment, shall have the right to reply, immediately after which the question shall be put from the chair, but no other members shall speak more than once on the same question, unless permission be given to explain, or the attention of the chairman be called to a point of order;
 - (vi) propositions and amendments shall be submitted in writing, when requested by the chairman of the meeting;
 - (vii) any discussion may be closed by a resolution "that the question be now put" being moved, seconded, and carried. Such resolution shall be put to the meeting without debate.

GENERAL MEETINGS (VOTING)

- 75. (a) At any general meeting a resolution put to the vote of the meeting shall, as provided in Section 86 of the Act, be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by at least five [5] members entitled to vote and, unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Club shall be

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- (b) On a show of hands or on a poll every member entitled to vote present in person at any meeting shall have one vote.
- (c) All resolutions shall be determined by simple majority except in the case of special resolutions or as otherwise provided in these rules.
- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (e) If a poll is duly demanded it shall be taken in a manner which the chairman of the meeting directs and unless the meeting is adjourned 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.
- (f) In case of any dispute as to the admission or rejection of a vote the chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
- (g) A poll demanded on the election of a chairman of the meeting, or on a question of adjournment, shall be taken forthwith.
- (h) At any meeting of the Club a member, whose membership is required to be forfeited under Rule 11, is not entitled to attend.
- (i) A member of the Club is not entitled to vote at a meeting of the Club:
 - (i) If the person is not an active member of the Club;
 - (ii) The person is excluded from voting under the Act or these Rules.

SPECIAL RESOLUTION

76. (a) A Special Resolution means a resolution of which notice has been given of the intention to propose the resolution as a Special Resolution and which is passed either by two-thirds of the members who vote at a general meeting in person, two-thirds in a postal ballot or by three quarters of the members who cast votes in a special postal ballot of members.
- (b) A special postal ballot for the purposes of passing a Special Resolution must be conducted in relation to the following matters:
- (i) a conversion of a trading co-operative to a non trading co-operative and vice versa,
 - (ii) transfer of incorporation,
 - (iii) an acquisition or disposal of assets referred to in Section 285,
 - (iv) the maximum permissible level of share interest in the co-operative,
 - (v) takeover,

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (vi) merger,
 - (vii) transfer of engagements,
 - (viii) members' voluntary winding up,
- (c) A Special Resolution has effect from the day it is passed except in the following circumstances:
- (i) the removal of an auditor,
 - (ii) the expulsion of a member,
 - (iii) the alteration of a rule,
 - (iv) any matter for which a Special Resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up)

in which case it has effect from the time it is registered by the Registrar.

FINANCIAL YEAR

77. The financial year of the Club shall end on the last day of June in each year.

ACCOUNTS AND ACCOUNTING RECORDS

78. The Co-operative must prepare financial reports and statements in accordance with the Act (including its regulations) and these Rules.
79. Deleted.
80. Deleted.
81. Deleted.

BANKING

82. (a) The Board shall cause to be opened a banking account or accounts in the name of the Club, into which all moneys shall be paid as soon as possible after receipt.
- (b) All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the Club, shall be signed by a director and countersigned by the Treasurer, the Secretary or such other persons as the Board may by resolution so authorise for that purpose.
83. Deleted.

SECRETARY

84. The Board shall appoint a person to be the Secretary of the Club.

INSURANCES

85. (a) The Club shall effect, and maintain, a policy of insurance for the indemnity of the Club against any pecuniary loss to the Club resulting from any act of fraud or dishonesty committed:
- (i) by any duty officer of, or other person employed by the Club in connection with his duties; or
 - (ii) where a person contracts to provide a secretarial or administrative service to the Club – by that person or any of his employees in connection with the provision of any such service.
- (b) The Board shall arrange insurance against loss, damage to or liability of the Club by reason of fire, accident or otherwise.

INCOME AND PROPERTY

86. (a) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in these Rules. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- (d) A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- (e) Subject to Rule 86(d) nothing in these Rules shall prevent the payment:
- (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
 - (ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (iii) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (iv) of reasonable and proper rent for premises demised or let by any member to the Club.
- (v) A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
 - (1) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
 - (2) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

PROVISION FOR LOSS

87. The Board shall make such provision for loss as the Act requires or allows.

DISPUTES

88. (a) In this Rule:
- (i) "party" includes:
 - (1) a member of the Club;
 - (2) any aggrieved person who has ceased to be a member in the last six months;
 - (3) Any person claiming through or under a member or any aggrieved person referred to in Rule 88(a) and 88(b); and
 - (4) The Club, including the board or any other officer of the Club;
 - (ii) "dispute" may only refer to a matter affecting a person of the type mentioned above (1)-(3) in the capacity of such a person as a member or ex-member of the Club; or as a person claiming through or under a member of the Club in that persons capacity as a member.
- (b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of the Rule except where the person seeks urgent interlocutory relief.
 - (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
 - (d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society.
 - (e) If the parties do not agree within 7 days of receipt of the notice (or such further period as agreed in writing between them) as to:
 - (i) the timetable for all steps in the procedures; and

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (ii) the selection and compensation of the independent person required for mediation then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 1984.
 - (f) Nothing in this Rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these Rules.
89. (a) The Club shall, as required by Section 258(1) of the Act, have its name inscribed in legible characters upon a seal. The seal shall be kept at the Office of the Club in such custody as the Board shall direct.
- (b) The device of the seal shall be the name of the Club within two concentric circles and encircling the word "Seal".
- (c) The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of two directors and the secretary or such other person as the Board may appoint for the purpose and such two directors and secretary or such other person shall sign every instrument to which the seal of the Club is so affixed in their presence. Notwithstanding this, the Club may execute a document without using the Seal if the document is signed by two directors or one director and the Secretary of the Club.

CUSTODY OF BOOKS AND DOCUMENTS

90. All books of accounts, securities, documents and papers of the Club, other than such (if any) as the Board may direct to be kept elsewhere, shall be kept at the Office of the Club, in such manner and with such provision for their security as the Board shall direct.

HONORARIA

91. A general meeting may authorise any honorarium to any officer or member of the Club in recognition of services rendered.

GUESTS

92. (a) All members other than Junior members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry. A Temporary member may introduce a guest only in accordance with Rule 92(i).
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non payment of subscription or fees who has been suspended by the Board of the Club or refused admission to or been turned out of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

- (d) The Board shall have power to make By-laws from time to time not inconsistent with these Rules or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
 - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (ii) who does not remain on the Club premises any longer than that Temporary member;
 - (iii) in relation to whom the member is a responsible adult.
- (i) For the purposes of Rule 92(h), “responsible adult” means an adult who is:
 - (i) a parent, step-parent or guardian of the minor; or
 - (ii) the minor’s spouse or de facto partner;for the time being, standing in as the parent of the minor.

NOTICES

- 93. A notice may be given by the Club to any member either:
 - (a) personally; or
 - (b) by sending it to the residential, postal or email address of the member;
 - (c) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member’s address containing instructions on how to access the notice;
 - (d) by displaying a notice on the Club Noticeboard and/or the Club’s website.
- 94. Where a notice is personally given to a member in accordance with Rule 93(a), it is deemed to be received on the day the member is given the notice; and
- 95. Where a notice is sent to a member in accordance with Rule 93(b), it is deemed to be received by the members on the day following that on which the notice was sent;

RULES OF MOUNT LEWIS BOWLING CLUB CO-OPERATIVE LIMITED

96. Where a notice is sent to a member in accordance with Rule 93(c), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice;
97. Where a notice is displayed in accordance with Rule 93(d), it is deemed to be received on the day that the notice is displayed on the Club noticeboard and/or website.
98. Intentionally Deleted.

WINDING UP

99. (a) The winding up of the Club shall be in accordance with Division 4 Part 12 of the Act.
- (b) If upon the winding up of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and whose Memorandum of Association, Rules or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club hereunder, such institution or institutions to be determined by the members of the Club at or before the time of the winding up and in default thereof by application to the Supreme Court for determination.

INDEMNITY

100. The Co-operative agrees to indemnify an Officer of the Co-operative against any liability incurred by the Officer in defending any proceedings whether civil or criminal in which judgement is given in the Officers favour or in which the Officer is acquitted or in connection with any application in relation to any such proceedings, in which release is under this Section granted to the Officer by the court.

SCHEDULE OF CHARGES

- | | | | | |
|------|-----|---------------------|---|----------------------------|
| 101. | (a) | Copy of Rules | - | Maximum \$1.00 (Rule 2) |
| | (b) | Entrance Fee | - | Maximum \$100.00 (Rule 39) |
| | (c) | Annual Subscription | - | Maximum \$100.00 (Rule 27) |