





**CONSTITUTION
OF
NEW SOUTH WALES GOLF
CLUB COMPANY LIMITED
ACN 000 016 311**



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Constitution

1. NAME OF COMPANY

- 1.1 The name of the Company is New South Wales Golf Club Company Limited ACN 000 016 311 (“**the Club**”).

2. PRELIMINARY

- 2.1 The Club is a company limited by guarantee and shall be a non-proprietary company.
- 2.2 The Club is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. DEFINITIONS AND INTERPRETATION

- 3.1 In this Constitution unless the subject matter or context is inconsistent:
- (a) “**The Act**” means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
 - (b) “**The Board**” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (c) “**By-laws**” means the By-laws made in accordance with this Constitution.
 - (d) “**Club Notice Board**” means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
 - (e) “**Constitution**” means this Constitution.
 - (f) “**Course Superintendent**” means the person appointed by the Board to perform the duties required for that position as determined by the Board from time to time.
 - (g) “**Director**” means a person who is a member of the Board.
 - (h) “**Financial member**” means a member who:
 - (i) has paid the subscription in accordance with Rule 15; and
 - (ii) does not owe any other money after the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment.
 - (i) “**Full member**” means any person who is a member in one of the classes of membership in Rule 10.8.

- (j) **“Gaming Machines Act”** means 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.
- (k) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (l) **“The Office”** means the registered office for the time being of the Club.
- (m) **“Ordinary Resolution”** means a resolution of a general meeting of members of the Club where more than one half of the total votes cast on the resolution are in favour of the resolution.
- (n) **“Reciprocal Club”** means another golf club with which the Club has entered into an agreement for reciprocal rights to be afforded to the members of each club.
- (o) **“Registered Clubs Act”** means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (p) **“Rules”** means the rules comprising this Constitution.
- (q) **“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 Registered Clubs Act.
- (r) **“Special Resolution”** means (unless the Act otherwise provides) a resolution:
 - (i) of which at least twenty one (21) days notice setting out an intention to propose the special resolution and stating the resolution has been given to members entitled to vote on the resolution; and.
 - (ii) that has been passed by at least seventy five per cent (75%) of the votes cast by members entitled to vote on the resolution.
- (s) **“Voting member”** means a member who is in one of the classes of membership referred to in Rule 10.6 and Rule 10.7.

3.2 A decision by the Board on the construction or interpretation of the Constitution or any Rule or By-law of the Club made pursuant to this Constitution or on any matter arising therefrom shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.

3.3 Words importing the singular number also include the plural and vice versa and words indicating the masculine gender include the feminine gender and vice versa.

4. OBJECTS

4.1 The objects of the Club include but are not limited to the following:

- (a) To provide and maintain a golf course at or near Matraville or elsewhere in the

State of New South Wales and to layout and prepare such grounds or any other ground from time to time acquired or held by the Club for golf and other purposes of the Club and to provide, furnish and maintain clubhouses, pavilions, lavatories, refreshment rooms, dressing rooms, garages, works depot and other accommodation and conveniences in connection therewith.

- (b) To promote the game of golf and other athletic sports and pastimes and to conduct golf and other matches and competitions and offer and grant or contribute towards the provision of prizes, awards and distinctions in connection therewith.
- (c) To subscribe to become a member of and co-operate with any other associations whether incorporated or not whose objects are consistent with or in part similar to those of the Club.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS GUARANTEE

6.1 Each Full member of the Club undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up:

- (a) while he or she is a member; or
- (b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

- (a) payment of the debts and liabilities of the Club incurred before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

7.1 If the Club is wound up or dissolved and there remains after the satisfaction of all the Club's debts and liabilities, any property whatsoever, that property shall:

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:

- (a) the members of the Club in general meeting (by Ordinary Resolution) at or before the time of dissolution; or in default thereof;
- (b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. 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.
- 8.2 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.
- 8.3 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 Constitution 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 Certificate of Registration under Part II of the Registered Clubs 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 certificate.
- 8.4 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.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) 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;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A Director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 8.5(c) above on any money lent by the Director to the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
 - (e) rent referred to and in accordance with Rule 8.5(d).

9. LIQUOR & GAMING

- 9.1 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. This Rule 9.1 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) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, Director or member of any committee of the Club shall not be entitled under this Constitution 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.
- 9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, 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.
- 9.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP

- 10.1 The number of all members of the Club (excluding Reciprocal members Restricted, Reciprocal members Unrestricted, Social members, Honorary members and Temporary members) shall not exceed 1250 in total.
- 10.2 Not less than twenty five percent (25%) of the Full members of the Club must at all times have the right to vote in the election of the Board.
- 10.3 A person who is under the age of eighteen (18) years will not be admitted to any class of Full membership other than as a Junior member or a Junior Restricted member.
- 10.4 All classes of membership are open to either gender.
- 10.5 Members who at the date of the Special Resolution adopting this Constitution who are entered in the Register of Members in the class appearing in the left hand column hereunder headed "Old Class" shall be transferred on and from that date to the corresponding class of member appearing hereunder in the right hand column headed "New Class".

Old Class

Playing member

Service member

Provisional Playing member

Intermediate Playing member

Non-Playing member

Country Playing member

Overseas Playing member

Senior Playing member

Junior Provisional Playing member

Life member

Professional member

Associate Playing member

Service Associate member

Provisional Associate Playing member

Intermediate Associate Playing member

Junior Associate Provisional Playing member

Non-Playing Associate member

Country Associate Playing member

Overseas Associate Playing member

Senior Associate Playing member

Reciprocal Club member

Life Associate member

Professional Associate member

Platinum members/Platinum Plus member

Gold member

Temporary member

Honorary member

New Class

Unrestricted member

Services Unrestricted member

Unrestricted member

Intermediate Unrestricted member

Social member

Distance Unrestricted member

International Unrestricted member

Senior Unrestricted member

Junior Unrestricted member

Life member

Professional Unrestricted member

Restricted member

Services Restricted member

Restricted member

Intermediate Restricted member

Junior Restricted member

Social member

Distance Restricted member

International Restricted member

Senior Restricted member

Reciprocal member Restricted and
Reciprocal member Unrestricted

Life member

Professional Restricted member

Corporate member

Gold member

Temporary member

Honorary member

VOTING RIGHTS ON THE ADOPTION OF THE CONSTITUTION

10.6 Any person who, at the date of the Special Resolution adopting this Constitution and, by virtue of Rule 10.5 is a member in one of the following classes of membership shall be eligible to attend and vote at general meetings of members of the Club and in the election of the Board.

- (a) Unrestricted member;
- (b) Senior Unrestricted member;
- (c) Restricted member;
- (d) Senior Restricted member;
- (e) Professional Unrestricted member;
- (f) Professional Restricted member;
- (g) Life member;

VOTING RIGHTS AFTER THE ADOPTION OF THE CONSTITUTION

10.7 Without limiting the effect of Rule 10.6, any person who after the date of the Special Resolution adopting this Constitution becomes a member in any of the following classes of membership shall be eligible to attend and vote at general meetings of members of the Club and in the election of the Board:

- (a) Unrestricted member;
- (b) Senior Unrestricted member;
- (c) Professional Unrestricted member;
- (d) Life member.

QUALIFICATIONS FOR THE VARIOUS CLASSES OF MEMBERSHIP

10.8 With effect from the date of the Special Resolution adopting this Constitution the qualifications of a person for admission or transfer to the following classes of membership are:

(a) **Unrestricted member**

Any person who has attained the age of eighteen (18) years and who is admitted as an Unrestricted member of the Club or transferred by the Board from another class of membership to Unrestricted membership.

(b) **Senior Unrestricted member**

Any person who has been a member of the Club for an aggregated period of twenty-five (25) years (excluding any period in categories 10.8(j), 10.8(k), 10.8(o), 10.8(p), 10.8(q), 12 and 13 or the equivalent categories prior to this Constitution), and who has attained the age of seventy (70) years, or a person who has attained the age of sixty-five (65) years and whose aggregate of age and years of membership as a member (excluding any period in categories 10.8(j), 10.8(k),

10.8(o), 10.8(p), 10.8(q), 12 and 13 or the equivalent categories prior to this Constitution) total one hundred (100) and on application to the Board may, at the Board's discretion be classified as a Senior Unrestricted member.

(c) **Restricted member**

Any person who has attained the age of eighteen (18) years and who is admitted as a Restricted member or transferred by the Board from another class of membership to Restricted membership of the Club.

(d) **Senior Restricted member**

Any person who has been a member of the Club for an aggregated period of twenty-five (25) years (excluding any period in categories 10.8(j), 10.8(k), 10.8(o), 10.8(p), 10.8(q), 12 and 13 or the equivalent categories prior to this Constitution), and who has attained the age of seventy (70) years, or a person who has attained the age of sixty-five (65) years and whose aggregate of age and years of membership as a member (excluding any period in categories 10.8(j), 10.8(k), 10.8(o), 10.8(p), 10.8(q), 12 and 13 or the equivalent categories prior to this Constitution) total one hundred (100) and on application to the Board may, at the Board's discretion, be classified as a Senior Restricted member.

(e) **Professional Unrestricted member**

Any person who has attained the age of eighteen (18) years and who no longer retains amateur status and is admitted to Professional Unrestricted membership by the Board or transferred from another class of membership to Professional Unrestricted membership of the Club.

(f) **Professional Restricted member**

Any person who has attained the age of eighteen (18) years and who no longer retains amateur status and is admitted to Professional Restricted membership by the Board or transferred from another class of membership to Professional Restricted membership of the Club.

(g) **Service Unrestricted member**

Any person who is a commissioned officer of the Royal Australian Navy, the Royal Australian Air Force or the Australian Military Forces and who is admitted as a Service Unrestricted member of the Club. A person who ceases to be a commissioned officer shall thereupon cease to be an Unrestricted member of the Club unless the person makes application to the Board and is admitted to another class of membership.

(h) **Service Restricted member**

Any person who is a commissioned officer of either the Royal Australian Navy, the Royal Australian Air Force or the Australian Military Forces and who is admitted as a Service Restricted member of the Club. A person who ceases to be a commissioned officer shall thereupon cease to be a Restricted member of the Club unless the person makes application to the Board and is admitted to another class of membership.

(i) **Intermediate Unrestricted member**

Any person who has attained the age of eighteen (18) years but who is under the age of twenty-five (25) years and who is admitted as an Intermediate Unrestricted member of the Club or is transferred by the Board from another class of membership to Intermediate Unrestricted membership of the Club. Intermediate Unrestricted membership will cease upon the conclusion of the membership year in which the person attains the age of twenty-five (25) years and the person shall also cease to be a member of the Club unless the person makes application to the Board and is admitted to another class of membership.

(j) **Social member**

(i) Any person who has attained the age of eighteen (18) years and who is admitted as a Social member of the Club or who upon application to the Board, is transferred by the Board from another class of membership to Social membership of the Club.

(ii) A Social member shall, after a period of six (6) months in that class, be eligible for readmission to their former class of membership (if any) upon application to, and at the discretion of, the Board; provided that upon such re-admission they shall be liable for payment of any difference in the subscription paid for that year as a Social member and the subscription payable in that year for the class of membership to which they are to be re-admitted.

(k) **Distance Unrestricted member**

Any person who has attained the age of eighteen (18) years and whose usual place of residence is beyond a radius from the Club's clubhouse of such distance determined by the Board from time to time as a By-Law and who is admitted as a Distance Unrestricted member or transferred by the Board from another class of membership to Distance Unrestricted membership of the Club.

(l) **Junior Unrestricted member**

Any person who is under the age of eighteen (18) years and who is admitted by the Board to Junior Unrestricted membership of the Club. Junior Unrestricted membership shall cease upon the conclusion of the financial year in which the person attains the age of eighteen (18) years and the person shall cease to be a member of the Club unless the person makes application to the Board and is admitted to another class of membership of the Club. The requirement to make application to the Board for admission to another class of membership of the Club shall not apply to a Junior Unrestricted member who was a member of the Club at the date of the Special Resolution adopting this Constitution.

(m) **Life members**

(i) A Life member shall be any member who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

(ii) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

- (iii) A candidate for Life membership shall be proposed by one Voting member and seconded by another Voting member.
- (iv) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (v) If a nomination for Life membership is approved by a resolution passed by not less than a three-quarters majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- (vi) Every Life member shall be entitled to all the rights and privileges of an Unrestricted member.
- (vii) A Life member is relieved from the payment of any annual subscription.
- (viii) Not more than two (2) members shall be made Life members in any one financial year and there shall not be more than ten (10) Life members at any one time.

(n) **Intermediate Restricted member**

Any person who has attained the age of eighteen (18) years but who is under the age of twenty-five (25) years and who is admitted as an Intermediate Restricted member of the Club or is transferred by the Board from another class of membership to Intermediate Restricted membership of the Club. Intermediate Restricted membership will cease upon the conclusion of the membership year in which the person attains the age of twenty-five (25) years and the person shall cease to be a member of the Club unless the person makes application to the Board and is admitted to another class of membership.

(o) **Distance Restricted member**

Any person who has attained the age of eighteen (18) years and whose usual place of residence is beyond a radius from the Club's clubhouse of such distance determined by the Board from time to time as a By-Law and who is admitted as a Distance Restricted member or transferred by the Board from another class of membership to Distance Restricted membership of the Club.

(p) **International Unrestricted member**

Any person who has attained the age of eighteen (18) years and whose usual place of residence is outside the Commonwealth of Australia and who is admitted as an International Unrestricted member or is transferred by the Board from another class of membership to International Unrestricted membership of the Club.

(q) **International Restricted member**

Any person who has attained the age of eighteen (18) years and whose usual place of residence is outside the Commonwealth of Australia and who is admitted as an International Restricted member or is transferred by the Board from another class of membership to International Restricted membership of the Club.

(r) **Junior Restricted member**

Any person who is under the age of eighteen (18) years and who is admitted by the Board to Junior Restricted membership of the Club. Junior Restricted membership shall cease upon the conclusion of the financial year in which the person attains the age of eighteen (18) years and the person shall cease to be a member of the Club unless the person makes application to the Board and is admitted to another class of membership of the Club. The requirement to make application to the Board for admission to another class of membership of the Club shall not apply to a Junior Restricted member who was a member of the Club at the date of the Special Resolution adopting this Constitution.

(s) **Unrestricted Executive Staff member**

The Secretary and Course Superintendent may be admitted or transferred by the Board to Unrestricted Executive Staff membership of the Club. Unrestricted Executive Staff membership will continue only whilst the Secretary or the Course Superintendent (as the case may be) continue to be employed in those positions at the Club and will cease immediately on the cessation of their employment in those positions for whatever reason. No fee will be charged for Unrestricted Executive Staff membership (other than the minimum required by the Registered Clubs Act).

(t) **Corporate member**

- (i) The Board of the Club may invite a corporation (which by reason of such invitation is an Approved Corporation for the purposes of this Rule 10.8(t)) to nominate one or more natural persons to be Corporate members of the Club.
- (ii) Corporate membership is available to a natural person who has been nominated for Corporate membership by an Approved Corporation in accordance with this Rule 10.8(t). The terms and conditions of Corporate membership (including the period of such membership and the fee to be paid for Corporate membership) shall be determined by the Board from time to time.
- (iii) A nomination of a person for Corporate membership must be made in writing by an Approved Corporation. The nominee or nominees of an Approved Corporation must be adult employees of the Approved Corporation or a spouse or child over the age of eighteen of an employee of an Approved Corporation.
- (iv) The provisions of Rule 14 will also apply to the nomination of a person for Corporate membership unless pursuant to Rule 14.4 the Board dispenses with the requirement of Rule 14.3.
- (v) A nominee of an Approved Corporation will only become a Corporate member upon approval of the nominee by the Board at a duly convened Board meeting.
- (vi) If a person ceases to be a nominee of an Approved Corporation that person shall immediately cease to be a Corporate member of the Club and neither the provisions of Rule 19 nor the rules of natural justice will apply to the cessation of that person's membership.

(vii) An Approved Corporation must promptly notify the Club that a person has ceased to be a nominee of the Approved Corporation and in their place the Approved Corporation may nominate another person for Corporate membership.

(u) **Gold members**

Any person who has reached the age of eighteen (18) years and who is admitted to Gold membership by the Board. Gold members will have the same playing rights as Unrestricted members.

(v) **Reciprocal member Restricted and Reciprocal member Unrestricted**

Any person who is a member of a Reciprocal Club shall be entitled to be admitted as a Reciprocal member. Whether that membership is Restricted or Unrestricted will depend on the terms of the agreement and that person's playing rights with the Reciprocal Club.

PLAYING AND OTHER RIGHTS

10.9 Only a member in one of the following classes shall have the right to play in competitions as determined by the Board on Saturdays and Wednesdays:

- (a) all classes of Unrestricted member;
- (b) Corporate member;
- (c) Gold member;
- (d) Life member.

10.10 Subject to Rule 10.9 the right of members to use the Club's golf course and other facilities and amenities shall be as determined by the Board from time to time by By-law or otherwise.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board may at its discretion, on the written application of a member who has the qualifications for and wishes to become a member of another class of membership, transfer that member from any class of membership to another class of membership.

11.2 When making a transfer pursuant to Rule 11.1 the Board may, at its discretion, make an adjustment in the entrance fee (if any) and subscription paid or payable by the member transferred for the membership year in which the transfer takes place.

11.3 The Board may appoint a committee to exercise the Board's powers pursuant to this Rule 11.

12. HONORARY MEMBERS

12.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
 - (b) any prominent citizen.
- 12.2 Honorary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time provided however that if the Honorary Member is also a Full member of the Club, the Honorary member shall be entitled to the playing and social privileges and advantages attributable to that class of membership.
- 12.3 Honorary members shall not be entitled to attend or 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 unless the Honorary member is also a Voting member.
- 12.4 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full or the surname and initials of the Honorary Member; and
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

13. TEMPORARY MEMBERS

- 13.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club which has 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, 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 or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 13.2 Temporary members shall not be required to pay a joining fee or annual subscription.
- 13.3 Temporary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 13.4 Temporary members shall not be entitled to attend or 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.

- 13.5 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 24.12.
- 13.6 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- 13.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 13.1(c).
- 13.8 When a Temporary member (other than a Temporary member admitted pursuant to Rule 13.1(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (a) the name in full or the surname and initials of the Temporary member; and
 - (b) the residential address of the Temporary member;
 - (c) the date on which Temporary membership is granted;
 - (d) the signature of the Temporary member.

14. ELECTION OF MEMBERS

- 14.1 A person shall not be admitted to any class of membership in Rule 10.8 other than as a Life member unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 14.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 14.3 Subject to Rule 14.4 every applicant for membership shall be proposed by one Voting member and seconded by another member belonging to the class of membership to which the applicant desires to be admitted or by such other class of member as the Board may from time to time determine.

The Proposer and the Secunder must:

- (a) be of or over the age of twenty five (25) years;
- (b) have been members of the Club for not less than five (5) years;
- (c) in the case of the Proposer, continue to be a Voting member at the time of the applicant's election to membership. In the event that the Proposer is no longer a Voting member at the time of the applicant's election to membership, another Proposer may be substituted; and
- (d) in the case of the Secunder, continue to belong to a class of membership to which the applicant desires to be admitted or such other class of member as the Board may from time to time determine at the time of the applicant's election to membership. In the event that the Secunder no longer belongs to a class of membership to which the applicant desires to be admitted or such other class of member as the Board may from time to time determine at the time of the applicant's election to membership, another Secunder may be substituted.

- 14.4 The Board may at its discretion dispense with the requirement for a proposer and seconder for an applicant to membership in one of the following classes of membership:
- (a) Corporate member;
 - (b) Gold member;
 - (c) any class of Junior membership;
 - (d) any class of Intermediate membership;
- 14.5 The Board shall not admit a person under the age of eighteen (18) years to any class of Junior membership without the written consent of that person's parent or guardian to that person becoming a member of the Club and participating in the sporting activities of the Club.
- 14.6 The Board may reject any application for membership without assigning any reason for such rejection.
- 14.7 Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth and the age of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant;
 - (g) the signature of the proposer and signature of the seconder (unless exempted pursuant to Rule 14.4);
 - (h) such other particulars as may be prescribed by the Board from time to time.
- 14.8 Every form of application for membership shall be presented at the Office by the proposer, to an authorised officer of the Club together with photographic identification of the applicant such as (without limitation) a current driver's licence or a current passport held by that applicant.
- 14.9 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days. The posting of the applicants name and address on the Club Notice Board shall take place at a time reasonably proximate to when it is anticipated that the applicant will be considered for election to membership.
- 14.10 An interval of at least fourteen (14) days shall elapse between the deposit at the Office of the nomination form of a person for election and the election of that person to membership of the Club.

15. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 15.1 Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance.
- 15.2 The Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club. However, the amount of the subscription payable by members other than Life members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- 15.3 The Board will from time to time prescribe the time and manner of payment of entrance fees, subscriptions, levies, charges and other amounts and all other related matters not specifically provided for in this Constitution.
- 15.4 The Board has power to impose levies and charges on members for general or special purposes.
- 15.5 The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual applicants for membership, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any applicant under any special circumstances that may arise.

16. UNFINANCIAL MEMBERS

- 16.1 Notwithstanding any Rules, any member who is not a Financial Member shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) vote in the election of the Board;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) propose or second any person for membership of the Club.
- 16.2 The Club shall give a written notice to a member who is not a Financial Member that the member is not a Financial Member and requiring that member to pay all outstanding money to the Club within 30 days after the date on which that notice is given. If the member does not pay to the Club all outstanding money within that time the member shall automatically cease to be a member of the Club.
- 16.3 The provisions of Rule 19.1 and Rule 19.2 shall not apply to the cessation of membership

pursuant to Rule 16.2.

- 16.4 The notice referred to in Rule 16.2 shall be given by posting it by prepaid post to the members address recorded in the register of members kept pursuant to Rule 17.1(a).

17. REGISTERS OF MEMBERS AND GUESTS

17.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

18. ADDRESSES OF MEMBERS

- 18.1 A member must advise the Secretary of the Club of that members' new address within fourteen (14) days of changing his or her address from that address recorded in the register referred to in Rule 17.1(a).

19. DISCIPLINARY PROCEEDINGS

- 19.1 The Board has power to reprimand, caution, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any member if, in its opinion, that member:
- (a) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
 - (b) is guilty of any conduct which is prejudicial to the Club's interests; or
 - (c) is guilty of any conduct which is unbecoming of a member; or

- (d) is guilty of any conduct which renders the member unfit for membership.
- 19.2 The Board must comply with the following procedure when exercising its power under Rule 19.1:
- (a) The Club must give written notice to the member of any charge against that member alleging the relevant conduct under Rule 19.1, at least 14 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (c) At the meeting, the member charged is entitled to call witnesses in his or her defence.
 - (d) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any written representations made to it by the member charged.
 - (e) The voting by the Directors present at the meeting will be in such manner as is decided by the Board. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
 - (f) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (g) If the member has attended the meeting, he or she must be given a further opportunity to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (h) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- 19.3 In the event that a notice of charge is issued to a member pursuant to Rule 19.2(a), the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.

20. DISCIPLINARY COMMITTEE

- 20.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 19 to a Disciplinary Committee comprising not fewer than three (3) Directors of the Club selected by the Board.
- 20.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 19 except that:
- (a) the quorum of the Disciplinary Committee shall be three (3) Directors of the Club;
 - (b) all references to the Board in Rule 19 shall be read as being references to the

Disciplinary Committee;

- (c) all references to Directors in Rule 19 shall be read as references to members of the Disciplinary Committee.
- 20.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 19 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rule 19 is followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 20.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 20.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 20.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

21. SUSPENDED MEMBER

- 21.1 Any member suspended pursuant to Rules 19 or 20 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) vote in the election of the Board;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) propose or second any person for membership of the Club.

22. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 22.1 In addition to the powers under Section 67A of the Registered Clubs Act, the Secretary or, subject to Rule 22.3, an employee of the Club 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:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or

- (b) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act;
 - (c) who hawks, peddles or sells any goods on the premises of the Club;
 - (d) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (e) 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.
 - (f) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 22.2 If pursuant to Rule 22.1 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 (subject to Rule 22.3) an employee of the Club, 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.
- 22.3 Without limiting the provisions of Section 67A of the Registered Clubs Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.

23. RESIGNATION AND CESSATION OF MEMBERSHIP

- 23.1 A member may at any time resign from his or her membership of the Club by giving notice in writing to the Secretary.
- 23.2 A resignation pursuant to Rule 23.1 shall take effect from the date on which the notice is received by the Secretary.
- 23.3 Any member who has resigned pursuant to 23.1 will not be entitled to any refund of membership fees or any part thereof unless the Board (in its absolute discretion) considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

24. GUESTS

- 24.1 All members (except Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 24.12.
- 24.2 Junior members by arrangement with the Secretary shall have the privilege of introducing guests onto the golf course and pro shop but shall not be eligible to introduce guests into the Clubhouse or any area to which the Club's Certificate of Registration under the Registered Clubs Act applies.
- 24.3 Unless the guest is under the age of eighteen (18) years, 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 that member shall countersign that entry.
- 24.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 24.5 No member shall introduce any person as a guest who:
- (a) has been expelled from the Club pursuant to Rule 19;
 - (b) is then suspended pursuant to Rule 19; or
 - (c) who pursuant to Rule 22 or section 67A of the Registered Clubs Act at that time has been refused admission to or has been turned out of the Club;
 - (d) whose membership of the Club ceased pursuant to Rule 16.2.
- 24.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 24.7 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 24.8 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.
- 24.9 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.
- 24.10 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.
- 24.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 24.12 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a person who is under the age of eighteen (18) years:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- 24.13 For the purposes of Rule 24.12(c), “responsible adult” means a person of or over the age of 18 years who, in relation to a person who is under that age, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic

basis;

- (c) a person who for the time being has parental responsibility for the minor.

25. PATRONS

- 25.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
- 25.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

26. BOARD OF DIRECTORS

- 26.1 The Board shall consist of nine (9) Directors who shall comprise a President, Captain, Treasurer, and six (6) Ordinary Directors.
- 26.2 The Board shall be elected annually in accordance with this Constitution.
- 26.3 Subject to Rule 26.4, only Voting members shall be entitled to stand for and be elected or appointed to the Board.
- 26.4 A member who is:
- (a) an employee; or
 - (b) who is currently under suspension pursuant to Rule 19;
 - (c) not a Financial Member;
 - (d) a director of another registered club with objects similar to those of the Club
- shall not be eligible to stand for or be elected or appointed to the Board.
- 26.5 A person is ineligible to be nominated, elected or appointed to the position of President if that person is retiring from office after five (5) continuous years service as President.
- 26.6 A person is ineligible to be nominated, elected or appointed to the position of Captain if that person is retiring from office after five (5) continuous years service as Captain.

27. ELECTION OF BOARD

- 27.1 The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
 - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 27.1, shall be prominently posted on the Club Notice Board at least forty-two (42) days prior to the date fixed for the Annual General Meeting.

- (c) Nominations shall close on the day that is twenty-eight (28) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
- (d) Nominations for election to the Board shall be made in writing and signed by two Voting members and by the nominee (“the candidate”) who shall thereby signify his or her consent to the nomination.
- (e) A nomination may be withdrawn in writing by the candidate at any time prior to the commencement of voting.
- (f) An eligible member may be nominated for more than one office.
- (g) The Secretary shall promptly post the name of a candidate and his or her proposers on the Club Notice Board.
- (h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions at the Annual General Meeting and additional nominations shall with the consent of the nominee or nominees be made at that meeting for the position not so filled.
- (i) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (j) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (k) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 27.1 the order of seniority of shall be:
 - (i) Firstly - President
 - (ii) Secondly - Captain
 - (iii) Thirdly - Treasurer
- (l) The Returning Officer shall supervise the preparation of ballot papers.
- (m) The order in which names appear on the ballot paper shall be determined by lot.
- (n) The ballot shall be conducted in the premises of the Club between the date when nominations close as provided in paragraph (c) of this Rule 27.1 and the date of the Annual General Meeting and on such days and between such times on those days as determined by the Board from time to time so as to allow as many members as possible a reasonable opportunity to cast a vote in the ballot.
- (o) The Returning Officer shall supervise the issue of ballot papers.
- (p) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (q) Members shall place their ballot papers in the ballot box provided at the premises of the Club.

- (r) The Returning Officer shall supervise the safe custody of ballot papers returned.
 - (s) The Returning Officer shall supervise the examination of ballot papers.
 - (t) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (u) The Returning Officer shall supervise the counting of votes.
 - (v) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
 - (w) The Returning Officer or the Secretary shall report the result of the ballot to the Annual General Meeting.
 - (x) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 27.1.
 - (y) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 27.1.
 - (z) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 34.2.
- 27.2 (a) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 27.1; and
- (b) As an alternative to the procedures in Rule 27.1, the Board shall have the power to provide for a ballot for the election of the Board to be conducted by postal votes sent to all members eligible to vote and to make By-laws to create procedures for the conduct of such postal ballot consistent with the Model Rules Guide for the Conduct of Elections for Office issued by the Australian Electoral Commission.

28. POWERS OF THE BOARD

28.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

28.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

28.3 Without derogating from the general powers conferred by Rule 28.2 but subject to Rule 28.10 and Rule 35.5, the Board shall have power from time to time:

- (a) To make material changes to the golf course and undertake capital works.
- (b) To make, alter and repeal By-laws pursuant to Rule 28.11.
- (c) To enforce or procure the enforcement of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (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 contract or engagement 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, compound 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 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 moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land occupied by the Club or any buildings occupied by the Club shall not be exercised unless it has first been approved by way of an Ordinary Resolution of a general meeting and shall otherwise be subject to the requirements of Section 41J of the Registered Clubs Act and Regulations.
- (k) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.

- (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (n) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (o) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

28.4 Without derogating from the general powers conferred by Rule 28.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

- (a) Director;
- (b) member;
- (c) employee of the Club;
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.

28.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

28.6 The President, Captain and Treasurer shall be ex officio members of all such committees.

28.7 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

28.8 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 28 or by any by-law made by the Board pursuant to this Rule 28.

28.9 Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

CHANGES TO THE GOLF COURSE AND OTHER CAPITAL WORKS

THE GOLF COURSE

28.10.1 Prior to implementing material changes to playing areas of the course and its environs, the Board will:

- (a) At all times maintain a five (5) year plan, which identifies areas (if any) for improvement or change.

- (b) Make a copy of the five (5) year plan available to members.
- (c) Ensure when developing the five (5) year plan there is in place a planning process which facilitates from the outset of the process input from members and that there is consultation with members throughout the planning process.
- (d) Report progress and any changes to the plan annually to the members.
- (e) Inform the members of works planned for the ensuing financial year, not later than the end of July of the financial year in which the works will be undertaken.
- (f) Present, for the purpose of seeking constructive comment and the opinion of members, plans of any proposed material changes (whether those material changes are included in the five (5) year plan or not) and display such plans prominently in the clubhouse for at least two (2) months.
- (g) For the purposes of this Rule 28.10.1, material changes to the playing areas of the course and its environs include changes to the positioning or shape of greens, the addition or removal of bunkers or major hazards and significant changes to the position of tees or alteration of the fundamental topography of the playing areas of the course and its environs. Repair and maintenance or environmental protection works are not included.

28.10.2 The purpose of Rule 28.10.1 is to ensure that any changes to the course are viewed within the perspective of a long-term plan and that the members have the opportunity to comment.

OTHER CAPITAL WORKS

28.10.3 In regard to other capital works, the Board will:

- (a) Maintain a five year plan, which identifies areas for improvement or change.
- (b) Report progress and other changes to the Plan annually to the members.
- (c) Inform members of capital works planned for the ensuing financial year, not later than the end of July of the financial year in which the capital works will be undertaken.
- (d) Present, for the purpose of seeking constructive comment and the opinion of members, plans of proposed capital works together with an indicative cost estimate and display such plans on the Club's notice board for at least three (3) months prior to the commencement of the works.

28.10.4 For the purposes of Rule 28.10.3 capital works include works other than those affecting the playing areas of the course. Repair and maintenance works are not included.

28.10.5 In regard to other capital works, the Board will not incur any item of expenditure of a capital nature in any financial year other than expenditure previously consented to at a general meeting by way of ordinary resolution where the capital expenditure is in excess of an amount equal to the sum of members subscriptions in respect of the previous financial year.

BY-LAWS

28.11 The Board may make such By-laws not inconsistent with this Constitution as, in the

opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

28.12 Without limiting the generality of Rule 28.11 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the control and management of all competitions;
- (e) the management and control of play and dress on the Club's premises;
- (f) the conduct of members and guests of members;
- (g) the privileges to be enjoyed by each class of members;
- (h) the relationship between members and Club employees; and
- (i) the upkeep and control of the Club's property.
- (j) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

28.13 Any By-law made under Rule 28.11 shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

28.14 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

29. PROCEEDINGS OF THE BOARD

29.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.

29.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.

29.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Captain shall take the chair of the meeting. If the Captain is not present or is unwilling or unable to act then the Directors present shall elect one of their number to take the chair for that meeting.

29.4 The quorum for a meeting of the Board is five (5) Directors.

29.5 The President may at any time and the Secretary upon the request of not fewer than three (3) Directors shall convene a meeting of the Board.

29.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided

by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- 29.7 The continuing Directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 29.8 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 29.9 A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors. The resolution shall be passed when the last Director signs the document containing the resolution.
- 29.10 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 only withdraw his or her consent within a reasonable period before the meeting.

30. DECLARATIONS OF INTERESTS BY DIRECTORS

- 30.1 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:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 30.3.
- 30.2 The Club will comply with the requirements of the Registered Clubs Act and Regulations in relation to the recording and reporting of any declaration of a material personal interest made by a Director.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 30.3 In accordance with Section 195 of 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:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- 30.4 The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a Director from the provisions of Rule 30.3.

31. CONTRACTS WITH DIRECTORS

- 31.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 31.2 A “pecuniary interest” in a company for the purposes of Rule 31.1 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- 31.3 Provided that the provisions of Rule 30.1, Rule 30.3 and Rule 31.1 have been satisfied with respect to a commercial arrangement or a contract:
- (a) the Director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
 - (b) the commercial arrangement or a contract shall not, by reason of that Directors interest, be avoided.
 - (c) the Director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

32. CONTRACTS WITH SECRETARY

- 32.1 Subject to Rule 32.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary;
 - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
 - (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- 32.2 Rule 32.1 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
 - (b) a result of an open tender process conducted by the Club;
 - (c) otherwise permitted by the Registered Clubs Act.

33. REMOVAL FROM OFFICE OF DIRECTORS

- 33.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any Director, Directors or the whole of the Board before the expiration of his or her or their period of office;
 - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a Director in accordance with this Constitution.

- 33.2 Any person appointed pursuant to paragraph 33.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- 33.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

34. VACANCIES ON BOARD

- 34.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
 - (b) 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) 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) by notice in writing given to the Secretary resigns from office as a Director.
 - (e) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a Director pursuant to any order or declaration made under the Registered Clubs Act.
 - (f) ceases to be a member of the Club.
 - (g) becomes an employee of the Club.
- 34.2 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

35. GENERAL MEETINGS

- 35.1 A general meeting of the members of the Club must be held for a proper purpose.
- 35.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 35.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 35.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or

- (ii) at least twenty (20) members who are entitled to vote at the general meeting.
 - (b) In this Rule 35.4 the term "the request" shall mean the request referred to in paragraph (a).
 - (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
 - (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
 - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
 - (g) The meeting referred to in paragraph (f) of this Rule 35.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred by reason of the Board failing to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the Directors of the Club. However, a Director is not liable for the amount if that Director proves that he or she took all reasonable steps to cause the Directors to comply with this Rule 35.4. The Directors who are liable are jointly and individually liable for the amount. If a Director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the Director.
- 35.5 (a) Where the Board proposes to make material changes to the golf course (such proposal being made by the display of plans in the clubhouse in accordance with Rule 28.10.1(f) the Board must call and arrange to hold a general meeting of the members of the Club to obtain approval of the Board's plans on the request of:
- (i) Members with at least 5% of votes that may be cast at the general meeting; or
 - (ii) At least twenty (20) members who are entitled to vote at the general meeting.

- (b) In this Rule 35.5 the term “the request” shall mean the request referred to in paragraph (a);
 - (c) The request must:
 - (i) be in writing; and
 - (ii) be signed by the members making the request; and
 - (iii) be given to the Secretary during the two (2) month period that the plans are displayed in the clubhouse pursuant to Rule 28.10.1(f).
 - (d) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
 - (e) In the event that the Board is requested to hold a meeting pursuant to this Rule then the Board must not proceed with implementation of its plans for material changes to the golf course until an ordinary resolution is passed approving the plans.
- 35.6 At least twenty one (21) days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 35.7 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 35.8 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.
- 35.9 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 35.10 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 referred to in Rule 38.3;
 - (c) to declare the results of the election of the Board;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the payment of honorariums (if any);

(f) to deal with any other business of which due notice has been given to the members.

35.11 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

35.12 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

35.13 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

35.14 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

35.15 The auditor is entitled to be heard even if:

- (a) the auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the auditor from office;
- (c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

35.16 The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the Captain shall preside as chairperson of the meeting. If the Captain is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

35.17 A person shall not:

- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board

as the proxy of another person.

35.18 Subject to Rule 35.17, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

35.19 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

35.20 Subject to this Constitution, every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or

on a poll the chairperson of the meeting shall have a second or casting vote.

- 35.21 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- 35.22 A demand for a poll may be withdrawn.
- 35.23 At any general meeting (unless a poll is demanded) a declaration by the chairperson 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 containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

- 35.24 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 35.25 At any general meeting of the Club (including an Annual General Meeting) convened by the Board, ten (10) members present in person and eligible to vote shall be a quorum.
- 35.26 At any general meeting convened on the requisition of members pursuant to Rule 35.4 or the Act fifty (50) members present in person and eligible to vote shall be a quorum.
- 35.27 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 35.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine not exceeding twenty-one (21) days from the date of the meeting.
- 35.28 If at any meeting adjourned pursuant to Rule 35.27 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

- 35.29 The chairperson of a meeting may with the consent of the 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.
- 35.30 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 35.31 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 35.32 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MEMBERS' RESOLUTIONS

- 36.1 Notwithstanding Rules 36.3 to 36.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 36.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 36.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 36.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least twenty (20) members who are entitled to vote at a general meeting.
- 36.4 The notice must:
- (a) be in writing;
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the members proposing to move the resolution.
- 36.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 36.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 36.7 If the Secretary has been given notice of a resolution under Rule 36.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 36.8 The Club must give all members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 36.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 36.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 36.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or

- (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

36.12 Members may request the Club to give to all its members a statement provided by the members making the request about:

- (a) a resolution that is proposed to be moved at a general meeting; or
- (b) any other matter that may be properly considered at a general meeting.

36.13 The request must be made by:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least twenty (20) members who are entitled to vote at the meeting.

36.14 The request must be:

- (a) in writing;
- (b) signed by the members making the request; and
- (c) given to the Secretary.

36.15 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

36.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

36.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

36.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

36.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

36.20 The Club need not comply with the request:

- (a) if the statement is more than one thousand (1,000) words long or defamatory; or
- (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

37. MINUTES

- 37.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the Directors of the Club (including meetings of a committee of Directors);
 - (c) resolutions passed by Directors without a meeting.
- 37.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a Director within one (1) month of the date on which the resolution is passed.
- 37.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

38. ACCOUNTS AND REPORTING TO MEMBERS

- 38.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 38.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 38.3 Subject to Rule 38.4 the Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all Full members of the Club a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Report of the Club;
 - (b) a copy of the Directors' Report; and
 - (c) a copy of the Auditors' Report on the financial report.
- or a copy of the concise report referred to in section 314(2) of the Act.
- 38.4 The Board shall not send the reports referred to in Rule 38.3 to members who, in accordance with the Act, have:
- (a) requested the Club not to send the reports to them; or
 - (b) elected not to receive the reports.

39. FINANCIAL YEAR

- 39.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

40. AUDITORS

- 40.1 Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

41. SECRETARY

- 41.1 At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

42. EXECUTION OF DOCUMENTS

- 42.1 The Club shall have a Seal.
- 42.2 The Board must provide for the safe custody of the Seal.
- 42.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 42.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.

43. NOTICES

- 43.1 A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution.
- 43.2 Where a notice is sent by post to a member in accordance with Rule 43.1 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

44. INDEMNITY TO OFFICERS

- 44.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 44.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

45. AMENDMENTS TO CONSTITUTION

- 45.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.

- *END* -