

CORPORATIONS ACT 2001

**A Public Company Limited by Guarantee
and not having a Share Capital**

CONSTITUTION

OF

MARRICKVILLE

GOLF, SPORTING AND COMMUNITY CLUB LIMITED

(ACN 000 114 152)

NAME

1. (a) The name of the company is "Marrickville Golf, Sporting And Community Club Limited".
- (b) The registered office of the company will be situated in Wharf Street, Marrickville in the State of New South Wales or at such other place as the Board of the company may decide from time to time.

DEFINITION

2. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

"The Act" means the Corporations Act 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act, or any modifications thereof, made by any law in force at the date at which these provisions become binding on the Club shall have the meaning so defined.

"The Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"By-Laws" shall mean and include Rules.

"The Club" means the above-named Company.

"The Club Notice Board" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

"Constitution" shall mean and include Rules.

"Defined premises" has the same meaning as in the Registered Clubs Act.

"Director" means a member of the Board.

"Employee" means a person who is employed by the Club including a person who has been employed as a casual employee of the Club and is between rostered shifts or who is to be rostered on a shift.

"Full Member" means a person who is an Ordinary member or a Life member of the Club.

"In writing" and "written" include any mode of representing or reproducing words, figures, drawings or symbols in visible form in the English language.

"Manager" includes General Manager, Acting General Manager and Club Manager.

"Membership year" means the period or periods for which a subscription or other money is payable or paid to the Club as the case may be.

"Month" means calendar month.

"Officer" means an officer as defined in the Act, and includes all Directors and the Manager but does not include the Auditor.

"Ordinary member" means a member of the Club, other than a Life member, Honorary member, Temporary member, or Interim member of the Club.

"Special Resolution" has the same meaning as in the Act.

"The Office" means the registered office for the time being of the Club named in Rule 1(b).

"The Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law, in force at the date at which those provisions become binding on the Club shall have the meaning so defined.

- (b) A member shall be deemed to be an unfinancial member if:
- i) at the expiration of 30 days from the due date the member's subscription or any part thereof payable on that date remains unpaid; or
 - ii) any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof;
- and in either case the member shall remain unfinancial until payment in full of the amount owing.
- iii) A member will not be deemed unfinancial if the Board has approved an alternative payment schedule.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or Rules of the Club made pursuant to this Constitution or on any matter arising there from, 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.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

4. The regulations contained in Schedule 1 to the Act are hereby excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
5. The Club is established for the purposes set out in this Constitution.
6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee of the Club shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a 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.
- (d) The Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled, under the rules of the Club or otherwise, to receive directly or indirectly, any payment calculated by reference to the quantity of liquor purchased,

supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

7. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
8. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1)(b) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (c) A person under the age of eighteen (18) years shall not use or operate poker machines on the premises of the Club.

OBJECTS

9. The objects for which the Club is established are:
 - (a) To enter into any Agreement that may be deemed advisable with Marrickville Council or any other authority, body or persons for the purchase, lease, hire or use of land or any interest therein and to make any payments in respect thereto.
 - (b) To provide, lay out, establish, maintain and manage the golf course and such other grounds or places to be used for recreation purposes as may be determined by the Club in the State of New South Wales and also to provide a club house to contain accommodation for women and men or both with all such rooms, conveniences, appointments and outbuildings as may be considered desirable for the purposes of the Club and to furnish and maintain such club house.
 - (c) To promote the game of golf and such other sports, games, recreations, pastimes or amusements and to promote, give or support such other entertainments as the Club may deem expedient.
 - (d) To purchase, hire, make or provide and maintain all things required or which may be conveniently used in connection with the course and grounds, the club house and other premises of the Club by persons using the same whether members of the Club or not.
 - (e) To buy, make, supply, sell, repair and deal in all kinds of golf equipment and all other apparatus or materials used in connection with golf and any other athletic sports or recreation and all kinds of provisions and refreshments both liquid and solid required or used by the members of the Club or other persons using the Club's house, course and other grounds.
 - (f) To purchase, hire, take on lease or in exchange or otherwise acquire any lands, buildings, easements or other property whatsoever whether real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.

- (g) To sell, dispose of, let, demise, mortgage or give in exchange any land or other property belonging to the Club, for such consideration and upon such terms and conditions as the Club may think fit and, in particular, for shares, debentures or securities of any other company.
- (h) To sell (in subdivision or otherwise), lease, manage, improve, develop, exchange, surrender or dispose of any of the real or personal property of the Club and to make, construct, grant, give or dedicate roads, lanes or rights of way upon and turn to account or otherwise deal with any of the property real and personal of the Club.
- (i) To lease the grounds, club houses and premises or any part or parts thereof or grant any rights or privileges in connection therewith to any person or persons, company or companies, or body or bodies of persons or individuals upon such terms and conditions generally as the Club shall determine.
- (j) To hire and employ personnel and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (k) To promote and hold either alone or jointly with any other association, club or persons golf meetings, competitions and matches and any other sports or athletic meetings, competitions, matches or tournaments and to offer, give or contribute towards prizes, medals, distinctions and rewards.
- (l) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club, provided that no subscription be paid to any such other association or club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- (m) To arrange for the representation of the Club on any corporation body or bodies formed for the purpose of promoting and/or controlling golf and/or other games, sports and pastimes.
- (n) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a manager or other officer to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.
- (o) To raise money by entrance fees, subscriptions, debentures and charges for the supply of services and goods and to grant any rights and privileges to members.
- (p) To borrow or raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged or by any mortgage upon or over all or any part of the Club's property both present and future and to purchase, redeem or pay off any such securities.
- (q) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (r) To invest and deal with the money of the Club not immediately required in such manner as the Board may from time to time determine and from time to time vary and realise such investments or any of them.
- (s) To carry on and/or to subsidise or assist by payment of money or otherwise any person, firm or company in the carrying on of the business of running motor omnibuses and/or proprietors of taxi cabs, motor cars, cabs or other public or private conveyances and to

enter into contracts with any such person, firm or company which may directly or indirectly benefit the Club.

- (t) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To enter into any agreement, including an amalgamation, with any person or business which would benefit the Club either directly or indirectly.
- (w) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (x) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (y) To lend money to such persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (z) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Club or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable and benevolent objects or for any exhibition or for any public or general or useful object and make donations to such persons and in such cases as the Club may deem expedient.
- (aa) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (bb) To insure against damage by fire or otherwise any insurable property of the Club or to insure any employee of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (cc) To do all or any of the matters hereby authorised either alone or in conjunction with or as trustee or as agent for any other company, club, association or person or by or through any factors, trustees or agents.
- (dd) To do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object. And that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

10. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to or among the members of the Club; provided that subject to the Registered Clubs Act, nothing herein shall prevent the payment in good faith of remuneration to any officer or employee of the Club or any member of the Club or other person in return for any services actually rendered to the Club.

WINDING UP

11. The liability of the members of the Club is limited.
12. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the Club being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of any debts or any liabilities of the Club contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.
13. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club.

Such property shall instead be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof.

Such institution or institutions are to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

14. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
15. A person who is under the age of eighteen (18) years will not be admitted to any class of ordinary membership other than to the class of Junior membership or Cadet Junior membership.
16. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
17. A person shall be admitted to membership of the Club as outlined below.
18. (a) Subject to paragraph (c), effective from the adoption of this Constitution, membership of the Club shall consist of the following classes:
 - 7 day Playing Members
 - 6 day Playing Members
 - 5 day Playing Members
 - Student Members
 - Junior Members and Cadet Junior Members
 - Country Members
 - Social Members
 - Life Members
 - Temporary Members
 - Honorary Members
 - Interim Members

- (b) Each class of membership shall be open to both sexes.
 - (c) The maximum number of members in each category shall be determined by the Board from time to time consistent with the requirements of the Registered Clubs Act.
 - (d) The Board of the Club shall have power to create new classes of ordinary membership and to determine the rights and privileges of those classes.
19. A majority of the full members of the Club must have a right to vote at the annual election of the Board.

CATEGORIES OF MEMBERSHIP

20. (a) **Ordinary Playing Member**

- i) Playing Memberships will be divided into three categories:
 - 7 day playing members who are entitled to all the social and playing privileges of the Club and whose playing privileges may be exercised on any day of the week.
 - 6 day playing members who are entitled to all the social privileges of the Club, but whose playing privileges at the Club may be exercised only on Sunday, Monday, Tuesday, Wednesday, Thursday and Friday.
 - 5 day playing members who are entitled to all the social privileges of the Club but whose playing privileges at the Club may be exercised only on Monday, Tuesday, Wednesday, Thursday and Friday.
- ii) Ordinary members shall have such playing rights as determined by the Board from time to time and full use of the Club's facilities. 6 day and 5 day playing members may play on Saturday or Sunday at the discretion of the Board and must pay a green fee as determined by the Board.

(b) **Student Member**

Any person who is of or over the age of eighteen (18) years who satisfies the Board that he or she is a full time student and for that reason is unable to pay the subscription applicable to the class of membership may apply for Student membership. A Student member shall have the same rights and privileges as ordinary members but the Board may determine that a proportion of his or her annual subscription be deferred until his or her studies have been completed.

(c) **Junior Members and Cadet Junior Members**

Any person who has not attained the age of eighteen (18) years and has satisfied the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Junior member of the Club and taking part in the sporting activities of the Club and who in the opinion of the Board is suitable to be admitted to Junior membership of the Club may be admitted as a Junior member of the Club.

- i) Junior members shall be entitled to such privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.

- ii) Junior members are allowed to use only those licensed areas of the Club permitted under Section 22 of the Registered Clubs Act, 1976 and shall not be served with or consume alcohol in the Club or play poker machines in the Club.
- iii) Persons under the age of twelve (12) years shall only be admitted to Cadet Junior Membership. To be admitted as a Cadet Junior Member, the person must satisfy the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Cadet Junior member of the Club and taking part in the sporting activities of the Club and who in the opinion of the Board is suitable to be admitted to Cadet Junior membership of the Club.

(d) Country Members

- i) Country members shall be persons who have attained the age of eighteen (18) years and whose ordinary place of residence is more than one hundred (100) kilometres from the G.P.O. Sydney, and who are not regularly employed or engaged professionally or in a business within forty (40) kilometres of the Club and who have made application for election to Country membership in accordance with this Constitution and who have been duly admitted.
- ii) Country members shall have such playing rights as determined by the Board from time to time and full use of the Club's facilities.
- iii) Any person elected as a Country member who subsequently resides within the metropolitan area of Sydney for more than three (3) consecutive months shall cease to be entitled to be a Country Member and may be transferred by resolution of the Board to the category of membership to which he or she is then eligible.

(e) Social Members

- i) Social members shall be persons who have attained the age of eighteen (18) years and who have made application for Social Membership of the Club in accordance with this Constitution and have been duly admitted.
- ii) Social members shall have no playing rights but shall be entitled to full use of the Club's social facilities and the Club House.

(f) Life Members

- i) Members who have rendered outstanding service to the Club may be elected to Life Membership of the Club by resolution carried by a two-thirds majority of those members present and voting at a General Meeting or Annual General Meeting of the Club following the submission to such meeting of an appropriate recommendation from the Board.
- ii) A person elected as a Life member shall pay only those subscriptions or levies as required under the Registered Clubs Act but shall have all the rights and privileges of Ordinary members.
- iii) There shall not be more than three (3) persons elected to Life Membership in any one year.
- iv) There shall not be more than twelve (12) Life members at any one time.

(g) Temporary Members

- i) The following persons may be admitted as Temporary members of the Club in accordance with requirements of the Registered Clubs Act, 2001:

- A) A person whose permanent place of residence in New South Wales is not less than five (5) kilometres from the Club's defined premises or such 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 another registered club with similar objects 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 or a full member of the Club attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - D) An interstate or overseas visitor.
- ii) Temporary members shall not be required to pay an entrance fee or annual subscription.
 - iii) A Temporary member shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time; 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.
 - iv) A Temporary member shall not be permitted to introduce guests into the Club.
 - v) No person under the age of eighteen (18) years may be admitted as a Temporary member of the Club other than pursuant to paragraph i)C) of this Rule 20(g).
 - vi) When a Temporary member (other than a Temporary member admitted pursuant to Rule 20(g)i)C) first enters the Club's premises on any day, the following particulars shall be entered into the Club's register of Temporary members:
 - A) The name in full, or the surname and initials, of the Temporary member;
 - B) The residential address of the Temporary member;
 - C) The date on which Temporary membership was granted;
 - D) The signature of the Temporary member.
 - vii) A member of the Board, the Manager, or in the Manager's absence the senior employee of the Club then on duty may terminate the membership of any Temporary member at the time without notice and without being required to give a reason.
- (h) **Interim Members**
- i) Players new to the game of golf may, at the discretion of the Board, be made Interim members of the Club in accordance with procedures established by the Board from time to time. They shall have such playing rights as determined by the Board from time to time and full use of the Club's practice and social facilities.
 - ii) An Interim member shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to nominate for or be elected to the Board or to vote at any meeting of the Club or participate in the management, business and affairs of the Club in any way.

(i) Honorary Members

- i) The following persons may be admitted as Honorary members of the Club in accordance with the procedures established by the Board from time to time:
 - A) The Patron or Patrons of the Club for the time being.
 - B) Any prominent citizen or local dignitary who, in the opinion of the Board, ought to be admitted as an Honorary member.
- ii) An Honorary member shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to nominate for or be elected to the Board or to vote at any meeting of the Club or participate in the management, business and affairs of the Club in any way.
- iii) Honorary members, when so authorised by the Board, may introduce guests to the Club.
- iv) Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
- v) The Board shall have the power to cancel the membership of any Honorary member without notice and without being required to give a reason.
- vi) When Honorary membership is conferred on any person, the following particulars shall be entered in the Club's Register of Honorary members:
 - 1. The name in full, or the surname and initials, of the Honorary member;
 - 2. The residential address of the Honorary member;
 - 3. The date on which Honorary membership is conferred;
 - 4. The date on which Honorary membership is to cease.

TRANSFER OF MEMBERSHIP

- 21. The Board may at its discretion on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership to which that member is eligible. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee and/or subscription paid by or payable by the member for the then membership year or may be required to pay the difference between the entrance fee and/or annual subscription applicable to the member's present membership and the entrance fee and/or annual subscription applicable to the class of membership to which the member desires to be transferred.

ABSENTEE LIST

- 22. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. Such members shall be placed on an Absentee List.

ADMISSION TO MEMBERSHIP

- 23. A person shall be admitted as a member of the Club in one of the categories as listed in Rule 18(a) after completion of the following requirements:
 - (a) Application for membership must be on a nomination form approved by the Board.

- (b) The nomination form will contain those particulars which the Board may determine from time to time. The nomination form will as a minimum include the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Club's Constitution.
- (c) The nomination form must be signed by the candidate, and witnessed by a representative of the Club. The candidate must also produce proof of identity to the satisfaction of the Club's representative.
- (d) In the event of the candidate being under the age of eighteen (18) years, the Board must:
 - i) receive written consent from the candidate's parent or guardian to the candidate being admitted and taking part in the Club's golfing and other activities; and
 - ii) be satisfied that the candidate has an interest in taking an active part in the Club's golfing activities on a regular basis.
- (e) The Board may require the appropriate entrance fee (if any) and subscription to be lodged with the nomination form.
- (f) The Board may reject any application for membership without assigning any reason for such rejection. The Manager will, as soon as practicable, return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
- (g) The Board has power to make By-laws regulating all matters in connection with the election of a member not otherwise provided for in this Constitution.
- (h) When a person has been elected to membership the Manager shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

- 24. Members' subscriptions shall be paid annually and in advance or if the Board so determines in monthly, quarterly or half-yearly instalments in advance or for more than one year in advance.
- 25. The annual subscription payable by members shall be determined by the Board. The annual subscription payable by a member of any class of Ordinary membership shall not be reduced below the amount of \$2 or such other minimum amount as provided by the Registered Clubs Act.
- 26. The Board will prescribe the time and manner of payment of entrance fees, subscriptions, instalments, levies, charges and other amounts and all other related matters not specifically provided for in this Constitution.
 - (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member will become an unfinancial member.
 - (b) If the unfinancial member pays the subscription or other money due to the Club within 30 days after the due date for payment (or any further time which the Board in its absolute discretion may permit) the member will again become a financial member.
 - (c) If the unfinancial member has not paid the subscription or other money due to the Club after 30 days from the due date for payment (or any further time which the Board in its

absolute discretion may permit), the member will lose all privileges of membership and will cease to be a member of the Club.

- (d) Members who have been financial members until the end of the financial year (August 31) cannot avail themselves of any special membership promotions for the following year.

- 27. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

PATRON

- 28. The members in General Meeting may appoint a Patron or Patrons from time to time and such Patron or Patrons shall thereby be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.

ADDRESSES OF MEMBERS

- 29. Members must advise the Manager of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

- 30. (a) The Club shall keep the following registers:
 - i) A register of persons who are Full members of the Club. This register shall include the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which the member last paid the annual fee for membership of the Club.
 - ii) A register of persons who are Honorary members.
 - iii) A register of persons who are Temporary members other than Temporary members referred to in Rule 20(g)i)C).
 - iv) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members.
- (b) The details of the Register of Members may be used only for the purposes of carrying on the business of the Club as decided by the Board from time to time and, to ensure the privacy of members, may not be used for other purposes.

DISCIPLINARY PROCEEDINGS

- 31. If any member refuses or neglects to comply with any of the provisions of the Constitution of the Club or the By-laws thereof or is in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or guilty of conduct which in the opinion of the Board is unbecoming of a member or which would render the member unfit for membership, the Board shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the register of members, provided that:
 - (a) Such member shall be notified of any charge against the member pursuant to this Rule 31 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.

- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing and is entitled to call witnesses in the member's defence.
 - (c) The voting by the members of the Board present at such meeting shall be by secret ballot if requested by any member of the Board and no resolution by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless an absolute majority of the members of the Board present vote in favour of such resolution.
 - (d) After the Board has considered all the evidence presented, it shall come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board shall inform the member prior to considering any penalty.
 - (e) The member charged shall be given a further opportunity to address a meeting of the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (f) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
 - (g) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations made to it in writing by the member charged.
 - (h) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (a) of this Rule 31 the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined or for one month whichever is the sooner. Notice of an immediate suspension imposed on a member shall be notified in writing to that member.
32. (a) The Manager of the Club or a responsible person shall have power to suspend any member from membership of the Club if, in their opinion:
- i) the member is intoxicated, violent, quarrelsome, disorderly or indecent;
 - ii) the member's presence on the premises of the Club may render the Club or the Manager of the Club liable to a penalty under the Registered Clubs Act.
- (b) Any suspension pursuant to this Rule 32(a) shall be for a period of seven (7) days
- and
- (c) The person who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board within seven (7) days of the date of the removal and suspension of the member. The report will set out the facts, matters and circumstances giving rise to the removal and suspension.
- (d) No member of the Board or of any committee of the Board to whom the subject matter of the complaint relates shall be entitled to take part in or vote at any meeting dealing with the complaint.

RESIGNATION AND CESSATION OF MEMBERSHIP

33. (a) A member may at any time by giving notice in writing to the Manager resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Manager.

- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall upon and by reason of that cessation of membership forfeit all rights as a member of the Club, provided that such person may at the Board's discretion, remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other moneys due by that person at the date of cessation of that person's membership of the Club or for which that person is or may become liable under this Constitution.

BOARD OF DIRECTORS

- 34. The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of the Club which shall consist of a President, Vice-President, Captain, Treasurer and five (5) Ordinary Board members.
- 35.
 - (a) The Board shall be elected annually at the Annual General Meeting of the Club in accordance with the outcome of the ballot.
 - (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting.
- 36. The election of officers and other members of the Board shall take place in the following manner:
 - (a) Fully financial 7-day members or Life members are entitled to nominate for any position on the Board and must complete the necessary form or forms. The form or forms must be signed by two Ordinary or Life members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination) and shall state the office or offices for which the nominee is nominated. The proposer, seconder and nominee must be Life members or financial Ordinary members of at least 12 months membership standing at the time the nomination form is signed.
 - (b) Each financial member shall have one vote.
 - (c) Nomination forms shall be available at the office.
 - (d) Nomination for election to any position on the Board of Directors shall open twenty-one (21) days prior to the Annual General Meeting. Nominations will remain open for fourteen (14) days. Nomination forms must be lodged with the Manager not later than 6.00 pm on the fourteenth day.
 - (e) Before the close of nominations, nominees may supply to the Manager a statement of not more than 200 words of personal details, qualifications and experience.
 - (f) The Manager shall, immediately after the nominations have closed, post the nominations and any nominee statements received on the Club Notice Board.
 - (g) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the other office. For the purposes of the election, seniority of office is as follows:
 - 1. President
 - 2. Vice-President
 - 3. Captain

Treasurer. The office of Treasurer is a specialised financial position requiring appropriate qualifications and is to be elected by the Board as a Non Executive Director to the Board with no voting rights.

- (h) If at the close of nominations the number of candidates for any office is more than the number required, the Returning Officer and deputies (as nominated by the Board) will conduct a ballot on the next Tuesday through to the Sunday of the following week (between the hours of 10 am and 5 pm.) after nominations have closed.
- (i) Counting of votes will take place on the Monday morning prior to the Annual General Meeting.
- (j) The ballot will be held in the following manner:
 - i) The Manager or another person appointed by the Board will be the Returning Officer to conduct the ballot. The Returning Officer will:
 - supervise the preparation and issue of ballot papers;
 - be responsible for the safe custody of returned ballot papers;
 - be responsible for the examination of returned ballot papers and the counting of votes and declare the result of the ballot at the Annual General Meeting.
 - ii) Voting papers will be available in the club house for those positions where there are more candidates than required for the position from the time that nominations are posted on the Club Notice Board.
 - iii) Voting will be conducted in the Club house.
 - iv) Members eligible to vote in the ballot will be those eligible to attend and vote at a General Meeting, those being financial 7, 6 and 5 day members, Life members, 50 year Members and Juniors eighteen (18) years and over.
 - v) Voting by proxy will not be permitted.
 - vi) If at any time the Returning Officer is unable or unwilling to carry out or continue to carry out their duties, the Board may appoint another person as Returning Officer in their place.
 - vii) The Board will appoint no fewer than two scrutineers to assist the Returning Officer.
 - viii) A candidate for any position must not be appointed as Returning Officer or as a scrutineer.
 - ix) Candidates for any position will be listed on the ballot paper as determined by lot by the Returning Officer.
 - x) The Returning Officer will prescribe the manner in which votes are to be marked on the ballot paper.
 - xi) For the positions of President, Vice-President, Captain and Treasurer, the candidate who received the most votes shall be declared the winner of the ballot.
 - xii) For the positions of Director, the candidates will be listed in descending order of the number of votes received and the first 5 candidates on the list shall be declared winners in the ballot.

- xiii) The Returning Officer's decision as to the validity or formality of any ballot paper will be final and conclusive.
 - xiv) At the conclusion of the counting of the votes all voting papers will be destroyed by the Returning Officer.
 - xv) In the event of a tied vote for any position, the Returning Officer will where necessary determine by lot the candidate or candidates to be declared elected, having afforded to each tied candidate the opportunity to be present in person or by representative when the determination takes place.
- (k) The Board shall determine from time to time By-laws that relate to the voting for the Board that are not inconsistent with this Constitution.
- (l) No member shall issue to members by circular or letter or distribute within the Clubhouse premises any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of Directors.

POWERS OF THE BOARD

37. The Board shall be responsible for the management of the business and affairs of the Club.
38. The Board may exercise its powers and do all such acts and things as the Club is by its 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 regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without diminishing the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation.

Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. A 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 Chairman shall have a second and casting vote.

The meetings and proceedings of any committee consisting of two or more members 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 or by any regulation made by the Board pursuant to this Rule.

- (b) To make such By-laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - ii) the control and management of the Club premises;

- iii) the management and control of play and dress on the course and in the clubhouse;
 - iv) the upkeep, control, maintenance, improvement and alterations of the course;
 - v) the control and management of all competitions;
 - vi) the conduct of members;
 - vii) the privileges to be enjoyed by each category of membership;
 - viii) the relationship between members and club employees;
 - ix) and generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club and/or course 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 thinks 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 it thinks 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 money of the Club not immediately required for the objects 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 objects 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 thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.

- (k) i) To appoint, discharge and arrange the duties and powers of a Manager or Chief Executive Officer and to determine the remuneration and terms of employment of such Manager, Secretary/Manager or Chief Executive Officer and to specify and define her/his duties.
- ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of 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 of or for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend Rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- ii) "Without limitation on any thing contained in this Rule 38(m) there shall be a .
womens sub-committee of the Club with a Women's President and Women's
Captian which will be elected annually by the womens members. This sub-
committee will be responsible for the organisation of the womens golf sectionand
women's golf within the Club as determined and directed by the Board
- (n) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (o) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (p) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

BY-LAWS

39. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

40. (a) The Board shall as soon as practicable after the Annual General Meeting appoint, from among its members, Chairs and members of the following sub-committees:-
Match Committee
Greens Committee
House Committee
Finance Committee
and any other sub-committee which may from time to time be required.
- (b) The President shall be an ex-officio member of each sub-committee.

41. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
42. A person is ineligible to be a member of any section created under this Constitution unless that person is a financial member of the Club.
43. Subject to the general control and supervision of the Board each such section or committee shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.

PROCEEDINGS OF THE BOARD

44. 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 and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman.
45. The quorum for meetings of the Board shall be five (5) members present either personally or by phone or video link. 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.
46. The President may at any time upon the request of not less than three (3) members of the Board convene a meeting of the Board.
47. 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 members of the Board shall for all purposes be deemed a determination of the Board.
48. The continuing members of 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 or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board or of summoning a general meeting of the Club, but for no other purpose.
49. 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.
50. (a) A Director must, in accordance with Sections 191 or 192 of the Act, disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution, includes but is not limited to an interest in a contract or proposed contract which involves the Club.

(b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.

- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
 - i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e) i) in relation to the matter; and
 - ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
 - i) The Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - ii) The Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- (f) Section 41C (disclosure of material personal interest in a matter that relates to the affairs of the Club), 41D (disclosure of a financial interest in a hotel), 41E (disclosure of a gift from a body affiliated with the Club) and 41F (disclosure of a gift from a person or organisation with a contract with the Club) of the Registered Clubs Act apply to each Director.

VACANCIES ON THE BOARD

- 51. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of their period of office and may by ordinary resolution, appoint another person or persons in their stead. Any person so appointed shall hold office during such time only as the person in whose place they are appointed would have held the office if they had not been so removed.
- 52. The office of a Director will be immediately vacated, and a casual vacancy thereby created if that person:
 - (a) dies;
 - (b) becomes disqualified under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) 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;

- (e) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board and the Board resolves that his/her office be vacated;
 - (f) resigns his or her office by notice in writing given to the Manager;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) ceases to be a member of the Club;
 - (i) becomes an employee of the Club.
53. 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.

ANNUAL GENERAL MEETINGS

54. 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 four (4) months of the end of the Club's financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
55. The Board may whenever it thinks fit convene a General Meeting and it shall, on the request of not less than ten per centum (10%) of the members of the Club having at the date of the deposit of the request at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the request and in the case of such request the following provisions shall have effect:
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more of those members. If the Board does not, within twenty-one (21) days from the date of the request being so deposited duly proceed to convene the meeting the members who made the request or any of them representing more than 50 per cent of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of such deposit.
 - (b) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as is required by the Act.
 - (c) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (d) Any reasonable expenses incurred by the members in convening any such meeting under this Rule shall be repaid to the members by the Club.
56. Subject to the provisions of the Act relating to special resolutions twenty-one (21) days notice specifying the place, day and hour of the meeting and in case of special business, the general nature of that business shall be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

57. The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act, to declare the election of the Board of Directors and, subject to the Act, to appoint an Auditor or Auditors.
58. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- A quorum at a General Meeting convened on the request of members shall not be fewer than thirty (30) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be fewer than 20 members present and entitled to vote.
59. If within fifteen (15) minutes from the time appointed for any General Meeting a quorum is not present the Meeting if convened upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one month. If at such adjourned General Meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
60. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-President shall act as Chairman. If the Vice-President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act, the Treasurer shall act as Chairman. If the Treasurer is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act, the Captain shall act as Chairman. If the Captain is not present within 15 minutes after the time appointed for holding the meeting 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 be Chairman of the meeting.
61. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
- (b) A person shall not, as the proxy of another person:
- i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- ii) Vote at any election including an election of a member or of the Board.
62. At any General Meeting (unless a poll is demanded) a declaration by the Chairman 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.
63. (a) 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 Chairman 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 Chairman or on a question of adjournment shall be taken immediately.
- (b) A demand for a poll may be withdrawn.
64. The Chairman of a General 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting 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. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save 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.

ACCOUNTS AND AUDIT

65. 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.
66. 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, the Registered Clubs Act or any other Act to inspect such records.
67. The Club shall, within 4 months after the end of the Club's financial year or not less than twenty-one (21) days before each Annual General Meeting (whichever is the earlier), supply members with a copy of the audited accounts for the financial year in accordance with the Act.
68. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

FINANCIAL YEAR

69. The financial year of the Club shall commence on the first day of September and end on the last day of August in each year.

MANAGER

70. (a) At any time there shall only be one Manager of the Club who shall be appointed by the Board and who for the purposes of the Registered Clubs Act shall be the Chief Executive Officer of the Club.
- (b) Should the office of Manager become vacant, or should the Manager be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Manager.

EXECUTION OF DOCUMENTS

71. The Board shall provide for the safe custody of the Seal of the Club.
 - (a) The Seal shall never be affixed to any Deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of at least two (2) members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Manager or some other person appointed by the Board.
 - (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by 2 Directors, or 1 Director and the Manager.

NOTICES

72. A notice may be given by the Club to any member either:
- (a) in person or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
73. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the notice was posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
74. If a member has an address outside the state of New South Wales and has not supplied the club an address within New South Wales for the giving of notices to that member, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

INDEMNITY TO OFFICERS

75. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- i) a liability owed to the Club or a related body corporate; or
 - ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
 - i) conduct involving a wilful breach of duty in relation to the Club; or
 - ii) a contravention of Sections 182 or 183 of the Act.

GENERAL

- 76. This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

AMENDMENT TO THE CONSTITUTION

- 77. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members and Ordinary members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

COPY OF CONSTITUTION

- 78. The Club will give a copy of this Constitution to any Full member within 7 days if that member:
 - (a) asks the Club, in writing, for a copy and
 - (b) pays a fee (up to the fee prescribed by the Act) if required by the Club.

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