

NORTH RYDE GOLF CLUB LIMITED

(North Ryde Golf Club)

Pursuant to Rule 99 of the Constitution of North Ryde Golf Club Limited, the Board of Directors by resolution dated 8 September 2009 hereby repeal all existing By-laws, rules and regulations, currently in force with respect to Lady members of any class and hereby enacts the following By-laws with respect to the Lady members of North Ryde Golf Club Limited:

BY-LAWS - LADY MEMBERS

Interpretation

1. In these By-laws:

<i>Annual General Meeting</i>	means the Annual General Meeting of the Lady members of the Club;
<i>Annual subscriptions</i>	means the subscription payable by each member annually according to the class of his, or her membership, as fixed by the Board, from time to time;
<i>Associate member</i>	means any person who is a <i>Lady member</i> , excluding Junior Associate Playing members, Overseas members, Country members and Special Playing members, who holds, or is eligible to hold a Golf Australia handicap;
<i>Lady member</i>	means any member of the Club who is of female gender excluding Non-Playing members of the Club;
<i>Midweek Lady member</i>	means any <i>Lady member</i> who is not a <i>Weekend Lady member</i> ;
<i>The Board</i>	means the Board of Directors of the Club, elected, or appointed, in accordance the Constitution;
<i>The Captain</i>	means the duly elected Captain of the Committee;
<i>The Club</i>	means North Ryde Golf Club Limited, which is known as North Ryde Golf Club;
<i>The Committee</i>	means the Committee elected by the Associate members of the Club;
<i>The Constitution</i>	means the Constitution of North Ryde Golf Club Limited;
<i>The General Manager</i>	means the General Manager or Chief Executive Officer of the Club;
<i>The President</i>	means the duly elected President of the Committee;
<i>The Secretary</i>	means the duly elected Secretary of the Committee;
<i>The Vice-President</i>	means the duly elected Vice-President of the Committee;

Weekend Lady member means any *Lady member*, who because of employment, or other commitments, is unable to play competition golf on weekdays on a regular basis.

2. Words importing the singular shall include the plural and vice versa.
3. These By-laws shall apply to all Lady members as defined by these By-laws, but shall not apply to female Non-playing members of the Club.

Lady Members Committee

4. The management of the business and affairs of the Lady members shall be vested in a Committee called the Lady Members' Committee ("the Committee").
5. The Committee shall consist of a President, a Captain, two (2) Vice-Presidents, a Secretary, and six (6) Ordinary Committee members. A Weekend Lady member may only be elected as one (1) of the Vice-Presidents and one (1) of the Ordinary Committee members.
6. An Associate member shall not occupy the position of President, Captain, Vice-President or Secretary for a period exceeding four (4) consecutive years.
7. The Committee shall be elected at the Annual General Meeting in accordance with the procedure set out in these By-Laws. The Secretary shall immediately after the Annual General Meeting report the result of the election of the Committee to the General Manager.

Powers and duties of the Committee

8. The Committee shall have power to:
 - (a) issue, maintain, and revise, handicaps with respect to all Lady members in accordance with the rules and guidelines laid down by the Board and Golf Australia;
 - (b) organise and hold, subject to the approval of the Board, competitions and matches on weekdays, for the Lady members;
 - (c) organise and hold, subject to the approval of the Board, competitions and matches on weekends, for the Lady members, other than the Sunday Mixed competition;
 - (d) organise and hold, subject to the approval of the Board, social functions for the Lady members;

- (e) subject to the Constitution and these By-laws, to do all such acts and things as may be expedient to carry out these By-laws and to deal with such other matters as the Board may direct;
 - (f) make representations to, and hold discussions with, the Board with respect to any matter or matters of concern to the Committee and/or to the Lady members;
 - (g) delegate any of its duties or powers to a sub-committee of members of the Committee, or other Associate members;
 - (h) appoint delegates to represent the Committee, or Club, at Womens' Golf New South Wales and Golf Australia;
 - (i) make, repeal and amend such Rules, consistent with the Constitution and these By-laws, as the Committee may from time to time consider necessary or desirable for the well-being and/or convenience of the Lady members, or for the efficient dispatch of the Committee's powers and duties.
9. The Committee shall convene meetings and discuss business relating to the affairs of the North Ryde Golf Club Lady members.
10. A meeting of the Committee must be convened upon a directive from the President or by request from three (3) Committee members through the Secretary.
11. (a) The President shall preside at every meeting of the Committee. If at any meeting, the President is not present, or is unwilling or unable to act as Chairperson, then the most senior Committee member present shall act as Chairperson.
- (b) The President shall be an ex-officio on all Ladies Sub-Committees.
12. The quorum for any meeting of the Committee shall be nine (9) members present.
13. The office of President, Captain, Vice-Presidents, Secretary and Ordinary Committee member shall be vacated if the holder of that office:
- (a) dies;
 - (b) resigns her office by notice in writing to the Secretary;
 - (c) is absent from meetings from the Committee for a continuous period of three (3) calendar months, without leave of absence and the Committee resolves that her office be vacated;
 - (d) ceases to be a member of the Club;

- (e) transfers to a category of membership not constituting an Associate member.
14. The Committee may appoint any eligible Associate member to fill any casual vacancy on the Committee. Any person so appointed shall only hold office until the next Annual General Meeting.

Executive Committee

15. The Executive Committee of the Committee shall consist of the President, Captain, Vice-Presidents and Secretary. Three (3) members present shall constitute a quorum. The Executive Committee shall meet when it thinks fit and shall provide a report of any such meeting to the Committee.
16. The Executive Committee may make such recommendations to the Committee as it thinks fit. The Committee may delegate any of its powers to the Executive Committee.

Match Committee

17. At the first meeting of the incoming Ladies' Committee, the Committee shall elect a Match Committee. The Match Committee shall consist of the Captain and five (5) Ordinary members of the Committee, two (2) of which shall include the nominated Vice-Captain and the Handicap Manager.
18. The duties of the Match Committee shall be:
- (a) with the approval of the Board, to manage and formulate the date and time of all Lady members' competitions and to control the play of all such competitions and matches;
 - (b) to control and supervise all matters pertaining to the playing of all Lady members' competitions and matches;
 - (c) to suspend, postpone, or cancel, any Lady members' competition or match where there is an imminent threat of lightning, or when the course is deemed unplayable, but not extending to closure of the course;
 - (d) to settle any disputes in connection with any Lady members' competitions and matches;
 - (e) to uphold the Conditions of Play and Local Rules set by the Board for the playing of all Lady members' competitions and matches;
 - (f) to issue and maintain Golf Australia handicaps with respect to all Lady members of the Club;

- (g) to make recommendations to the Committee in respect to the handicap of any Lady member.

19. Four (4) members present shall constitute a quorum of the Match Committee.

Election of the Committee

20. The election of the members of the Committee shall take place as follows:

- (a) Any two Associate members may nominate another Associate member for election to any position on the Committee. Such nomination shall be:
 - (i) in writing;
 - (ii) signed by the two Associate members nominating the candidate;
 - (iii) signed by the nominee, 'indicating her consent to be elected to the position;
 - (iv) in a form approved by the Committee, from time to time; and
 - (v) delivered to the Secretary at least seven (7) days prior to the Annual General Meeting.
- (b) The Secretary shall place on the notice board a list of the candidates nominated for each of the positions on the Committee, at least seven (7) days prior to the Annual General Meeting.
- (c) If there is only the requisite number of nominations for a position, then the Chairperson at the Annual General Meeting shall declare the person, or persons, nominated to such position, or positions, to be elected.
- (d) Where there are more than the required number of persons nominated for any position, a ballot for that position, or positions, shall be conducted at the Annual General Meeting in accordance with the following procedure:
 - (i) The Secretary shall cause a ballot paper to be prepared for the position, or positions, for which a ballot is required. The ballot paper shall list the names of each of the persons nominated for the position, in order determined by lot;
 - (ii) the ballot papers shall be distributed to each Associate member present at the Annual General meeting, who is eligible to vote;
 - (iii) the meeting shall elect a Returning Officer, who shall not be a candidate for any position on the Committee, nor a nominator or seconder of any candidate for any position on the Committee;
 - (iv) each eligible Associate member shall vote for each position by placing the number "1" against the name of the first preferred candidate and then by numbering all the remaining candidates in descending order of preference;

- (v) all ballot papers shall be returned to the Returning Officer;
 - (vi) the Returning Officer shall count the votes for each ballot held for the positions in the following order of seniority: President, Captain, Vice-Presidents; Secretary and Ordinary Committee members;
 - (vii) should a Associate member be elected to a position, then any vote for that Associate member for a less senior position shall not be counted and the next preferred vote shall be counted;
 - (viii) 'in the event of two or more candidates for any position receiving the same number of votes, then the successful candidate shall be determined by ballot, in accordance with 20.(d)(iv), and be carried out by the Returning Officer at the Annual General Meeting.
- (e) Where less than the required number of nominations for any position are received prior to the period referred to in By-law 20.(a) above, then the Chairperson at the Annual General Meeting shall declare those persons nominated to be elected and shall call for nominations for the remaining positions. If more nominations are received than the position, or positions, to be filled, then a ballot shall be held 'in accordance with the procedure set out in By-law 22(d) above.
21. The members of the Committee shall hold office from the 1st January, immediately following the Annual General Meeting in which they were so elected, until the 31st December of the same year.
22. At the first meeting of the incoming Ladies' Committee, the Committee shall nominate, from two (2) of the Ordinary Committee members, one (1) member to undertake the position of Vice-Captain, and one (1) member to undertake the position of Handicap Manager.
23. Any Associate member shall be eligible for election, or appointment, to any position on the Lady members Committee, including any executive position, in accordance with these By-laws.

Duties of the Secretary

24. The Secretary shall:
- (a) receive and conduct the correspondence of the Committee;
 - (b) keep custody of all documents belonging to the Committee;
 - (c) keep and circulate the minutes of all Committee meetings and General meetings;

- (d) deliver to the General Manager, a copy of the minutes of the meeting of the Committee, and a copy of the Accounts and Balance sheet, within seven (7) days of its preparation
- (e) present an annual statement of accounts for the period ended on the last day of July in each year;
- (f) present a balance sheet to the Committee as at the last day of July in each year; and
- (g) prior to each Committee meeting, present to each Committee member a Profit & Loss statement for the previous month.

Disciplinary Proceedings

- 25. A Lady member shall not confront or reprimand a Junior Associate Playing member under any circumstance. If a complaint is forthcoming, the complaint shall be forwarded directly to the Secretary, or the Committee. The Secretary, or Committee, shall direct all complaints, written or oral, to the General Manager. A copy of the complaint shall be forwarded to the Junior Development Committee through the Junior Girls Liaison Officer, or their nominated representative.
- 26. Notwithstanding Rule 26, a Lady member shall not confront or reprimand Club staff or any member of the Club under any circumstance. If a complaint is forthcoming, the complaint shall be forwarded directly to the Secretary, or to the Committee. The Secretary or Committee shall proceed under Rule 28 of these By-Laws.
- 27. Should the Secretary, or the Committee receive a complaint regarding the conduct of any Lady member, the Committee shall, if it is of the opinion that the conduct alleged may be:
 - (a) a breach of the Club's Constitution;
 - (b) a breach of these By-Laws, or of any other By-Law of the Club;
 - (c) prejudicial to the interests of the Lady members or the Club;
 - (d) unbecoming a Lady member of the Club:

refer the Complaint to the General Manger to be determined by the Board in accordance with the Constitution.

- 28. Should the Board require a Lady member to appear before it to answer a Complaint in accordance with the Constitution, then the Board shall invite the President or Captain of the Committee, or their nominee who shall be a member of the Committee, to attend any meeting

of the Board, or that part of a meeting of the Board, held to consider the complaint against the Lady member.

29. The President or Captain, or their nominee, shall be present whilst the Lady member provides any evidence, either by way of defence or explanation, during the deliberations of the Board, but shall not vote upon any resolution moved at such a meeting.
30. The President and/or Captain, or their nominee, shall not be eligible to attend the Board meeting convened to consider the Complaint, in accordance with these By-Laws, if.
 - (a) they are the subject of the Complaint to be considered by the Board, but shall be entitled to attend the meeting of the Board in accordance with the Constitution;
 - (b) they, either jointly or solely, made the Complaint to be considered by the Board;
 - (c) they may be requested to give evidence to the Board, either oral or in writing, in relation to the Complaint.

General Meetings

31. A general meeting of the Lady members called the Annual General Meeting shall be held once in each calendar year, not later than the last day of October.
32. Only Associate members are entitled to attend and vote at a General Meeting of the Lady members, be elected to the Committee or nominate an Associate for election to the Committee.
33. The business of the Annual General Meeting shall be:
 - (a) to receive and consider the reports of the President, Captain and Secretary;
 - (b) to receive and consider the accounts prepared by the Club;
 - (c) to elect the members of the Committee in accordance with these By-Laws;
 - (d) to deal with any other business 'included' in the notice of meeting.
34. The Committee shall cause a notice to be sent to each Associate member of the date, time and place of the Annual General Meeting, at least fourteen (14) days prior to the meeting being held.

35. The Committee shall cause copies of all accounts and reports to be received and considered at the Annual General Meeting, to be sent to all financial Associate members, not less than fourteen (14) days prior to the Annual General Meeting.
36. The Committee may, whenever it thinks fit convene an Extraordinary General Meeting.
37. The Committee shall, without due delay, call an Extraordinary General Meeting upon receiving a request signed by twenty (20) Associate members, to do so.
38. Any request of Associate members to convene an Extraordinary General Meeting, shall:
 - (a) be in writing;
 - (b) state any resolution to be proposed at the Meeting, or otherwise state the purpose, or purposes of the Meeting;
 - (c) disclose the printed name and membership number of each Associate member making the requisition;
 - (d) be signed by each member making the requisition;
 - (e) be lodged with the Secretary.
39. The Committee shall cause written notice of the date, time and place of any Extraordinary General Meeting to be sent to each Associate member and the business to be conducted at such Meeting, at least fourteen (14) days prior to the meeting being held.
40. A quorum for an Annual General Meeting or Extraordinary General Meeting shall be twenty (20) Associate members present.

Rules

41. The Committee may make, repeal and amend Rules which the Committee considers necessary or desirable for the well-being and/or convenience of the Lady members.
42. The Committee shall notify the General Manager, in writing, of any Rule made, repealed or amended by the Committee, within fourteen (14) days of the making, repealing, or amending the Rule.
43. Should any Rule made by the Committee, be inconsistent with the Constitution or with these By-Laws, then the Constitution or the By-Law, or By-Laws, shall prevail.

44. The Board may repeal any Rule, or amendment to a Rule, or reinstate a Rule repealed by the Committee, if the Board is of the opinion that it is in the best interest of the Club to do so. Before doing so, the Board shall consider any relevant matter submitted to it by the Committee.

Lifetime Achievement Medal

45. A Lady member who has rendered outstanding service to the Committee, or to the Lady members of the Club, may be elected at any General Meeting of the Lady members, to receive a Lifetime Achievement Medal, that being the highest accolade from the Committee.
46. Lady members elected as recipients of the Lifetime Achievement Medal, may be put forth as a recommendation to the Board for consideration for Life membership. If thought fit, the Board shall put forth an Ordinary Resolution to the members at the Club's Annual General Meeting.
47. There shall be no more than three (3) living Lady members who have been elected to receive the Lifetime Achievement Medal at any one time.

Alteration of By-laws

48. The Committee may with the approval of the Board, repeal, amend, alter, or add to these By-Laws, by ordinary resolution of the Committee.
49. The Secretary shall notify the General Manager, in writing, of any resolution passed by the Committee to repeal, amend, alter, or adds to, these By-Laws, within fourteen (14) days. The General Manager shall submit the Committee's resolution to the Board for its approval.
50. Any resolution passed by the Committee that has the effect of repealing, amending, altering or adding to these By-Laws, shall be of no effect until it is approved by the Board.