

The Corporations Law

**CONSTITUTION**

**of**

**NORTH RYDE GOLF CLUB LIMITED**

ACN 000 080 035

A corporation Limited by Guarantee  
and not having a share capital

REGISTERED OFFICE:  
Twin Road  
NORTH RYDE NSW 2113

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## **OBJECTS**

of

### **NORTH RYDE GOLF CLUB LIMITED**

A Corporation Limited by Guarantee and  
not having a Capital divided into shares

#### ***Name of the Club***

1. The name of the Company is the North Ryde Golf Club Limited ("the Club").

#### ***Objects of the Club***

2. The Club is established for the following objects and purposes:
  - (a) to promote the game of golf;
  - (b) to establish, operate, maintain, alter and improve a golf course on the company's premises at North Ryde or elsewhere in the state of New South Wales, for the benefit of the Club's members;
  - (c) to establish, operate, maintain, alter, improve, furnish and renovate a club house with all such rooms, offices, bars, restaurants, conveniences and appointments as may be considered necessary or desirable for the convenience, comfort and well being of members, or otherwise necessary for the promotion of the purposes of the Club;
  - (d) to purchase, hire, lease, provide and maintain all plant and equipment including motor vehicles as may be required or which may be conveniently used in connection with the golf course, clubhouse, grounds and other premises of the Club;
  - (e) to purchase, lease, hire, exchange or otherwise acquire any lands, buildings, easements or other property, real or personal, which may be required for, or which may be capable of being conveniently used in, the promotion of the Club's objects, upon such terms and conditions as the Club thinks fit;

- (f) to sell, exchange, demise, or otherwise dispose of any property, whether real or personal, upon such terms and conditions as the Club thinks fit, in accordance with this Constitution;
- (g) to raise or borrow money, or secure the repayment of monies either by way of mortgage or charge over the Club's property both real and personal, in such manner and upon such terms and conditions as the Club thinks fit;
- (h) to make the golf course and clubhouse facilities available to members, members' guests, visitors and members of the general public on such terms and conditions as the Club thinks fit;
- (i) to establish, promote and conduct, either alone or jointly with any other association, club or person, golf tournaments, competitions or matches, amongst the members or such other persons as the Club thinks fit;
- (j) to establish, promote, or assist in establishing or promoting, or subscribe to, or become a member of, any association or club whose objects are similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the interests of the Club;
- (k) to arrange for the representation of the Club at any corporation, body or association formed for the purpose of promoting and/or controlling the game of golf, or any other sport or pastime;
- (l) to enter into any partnership, joint venture or arrangement with any person, firm or corporation carrying on, or engaged in, or about to carry on or engage in, any business or transaction similar to that carried on by the Club, so as to directly or indirectly benefit the Club and to take part in the formation, management or control of the business or operations of any corporation or undertaking;
- (m) to generally do all such other things as may appear to be incidental or conducive to the attainment of the above objects.

### ***Winding up***

- 3. The liability of members is limited.
- 4. Every member of the Club undertakes to contribute to the assets of the Club in the event of it being wound up during the time that he or she is a member, or within one year of the person ceasing to be member, for payment of the debts and liabilities of the Club contracted before the time at which he ceased to be a member and the costs charges and expenses of the winding up of the Club for the adjustment of the rights of

the contributories amongst themselves such amount as may be required, but not exceeding one dollar (\$1.00).

5. The Club shall not be dissolved, or wound up voluntarily, except at a General meeting of the Club specifically convened for the purpose and by a resolution carried by a majority of four-fifths of those members present and voting.

### ***Property***

6. 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 or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club which is also not carried on for the profit or gain to its individual members and which is similarly exempt from income tax, such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by a Judge of such Court as may have or acquire jurisdiction in the matter.

# The Corporations Law

## **RULES**

of

### **NORTH RYDE GOLF CLUB LIMITED**

A Corporation Limited by Guarantee and  
not having a share capital

#### **PART 1: PRELIMINARY**

##### ***Definitions***

1. In this Constitution:

*"the Act"* means the Registered Clubs Act 1976 (NSW);

*"the Board"* means the members of the Board of Directors of the Club elected or appointed in accordance with this Constitution;

*"By-laws"* means the By-laws of the Club and includes rules in force from time to time;

*"the Club"* means North Ryde Golf Club Limited;

*"Constitution"* means this Constitution or the Memorandum and Articles of Association in force prior to the adoption of this Constitution;

*"Director" or "Directors"* means a member or members of the Board and includes the President, Vice-President, Captain and Vice-Captain;

*"eligible member"* means a full member who is financial and has the right to attend and vote at a general meeting of the Club and the right to vote at elections for the Board of Directors;

*"Full member"* means a person who is an Ordinary member or a Life member of the Club;

*"member"* means a member of the Club;

*"month"* means a calendar month;

*"notice board"* means a notice board designated as such and located in a conspicuous place within the Club's premises upon which notices for the information of members are posted;

*"Officers"* includes the President, Vice President, Captain, Vice Captain, Secretary and members of the Board but does not include the Auditor;

*"objects of the Club"* means the objects of the Club set out in this Constitution;

*"Ordinary member"* means a member of the Club elected to membership in accordance with this Constitution;

*"proceedings"* means any legal proceedings, civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an officer of the Club, including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Club;

*"seal"* means the common seal of the Club;

*"Secretary"* includes any Acting Secretary, Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer;

*"Special Resolution"* has the meaning assigned to it by the Corporations Law;

*"the Office"* means the registered office of the Club for the time being.

## ***Interpretation***

2. In this Constitution:
  - (b) words denoting the singular include the plural and vice versa;
  - (c) words denoting the masculine gender include the feminine gender and vice versa;
  - (d) headings are for convenience only and do not affect interpretation;
  - (e) reference to legislation or to a provision of legislation includes any amendment, substitution or re-enactment of the legislation, or any regulations issued under the legislation.
  
3.
  - (a) A decision of the Board on the construction or interpretation of this Constitution or on any By-law, shall be conclusive and binding on all members of the Club, subject to that construction or interpretation being varied or revised by members of the Club in General Meeting or by a court of competent jurisdiction.
  - (b) This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Full members of the Club 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.

## ***Preliminary***

4. Pursuant to Section 135(2) of the Corporations Law, all Replaceable Rules referred to in the Corporations Law are hereby displaced or modified in these Rules.

## ***General***

5. The Club shall be a non-proprietary Club.
6. Subject to the provisions of the Act, no member shall be entitled 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.
7. Subject to the provisions of the Act, a person, other than the Club or its members, shall not be entitled 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 11 of the Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
8. The Secretary Manager, any employee, member of the Board or any subcommittee 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 of the receipts for any liquor supplied or disposed of by the Club.
9. 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 distributed amongst the members of the Club.

## ***Sale of liquor***

10. Subject to section 23(l) of the Act, 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 of and in the company of a member.
11. 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.
12. A person under the age of eighteen (18) must not operate an approved gaming machine on the Club premises or enter or be in a gaming machine area of the Club.

## **PART II: MEMBERSHIP**

### ***General***

13. The number of Full Members of the Club shall not exceed the maximum number permitted by the Act.
14. A person under the age of eighteen (18) years shall not be admitted as a member of the Club except as a junior playing member or a junior associate playing member.
15. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member or Temporary member.
16. Subject to the requirements of the Act and this Constitution, employees of the Club shall not be eligible to become members of the Club, except as Honorary or Temporary members. The Secretary of the Club may, subject to this Constitution, be admitted to the class of Special Playing membership.
17. An employee of the Club shall not vote at any meeting of the Club or the Board or at any election of the Board, or hold office as a member of the Board.

### ***Classes of Membership***

18. Unless otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:-
  - Playing member
  - Senior Playing member
  - Veteran Playing member
  - Provisional Playing member
  - Associate Playing member
  - Country member
  - Overseas member
  - Junior Playing member
  - Junior Associate Playing member
  - Non Playing member
  - Special Playing member
19. Each class of Ordinary membership shall be open to persons of both sexes.

20. The maximum number of members in each class shall be determined by the Board consistent with the provisions of the Act.
21. The members of the Club entitled to vote at the annual election of the Board shall comprise not less than 25% of the Full members of the Club.

### ***Rights of Members***

22. (a) Financial Playing members, Senior Playing members, Veteran Playing members, Provisional Playing members, Life members, Associate Playing members, Country members, and Overseas members shall be the only members of the Club entitled to vote in any ballot conducted for the election of members of the Board of Directors (Board). Each such member shall have one vote.  
  
(b) Associate Playing member, Country members and Overseas members shall be entitled to attend any general meeting or Annual General Meeting for the purpose of voting in the election of a member of the Board or members of the Board in accordance with Rule 87 and 88 but shall not otherwise be entitled to attend or participate in the business of the general meeting or Annual General meeting.
23. (a) Associate Playing members, Country members, Overseas members, Junior Playing members, Junior Associate Social Playing members and Non-Playing members shall not be entitled to attend and vote at any General Meeting of the Club or take part in its management or be eligible for election to the Board of Directors or nominate a member for election to the Board but shall be entitled to enjoy the social privileges of the Club as may be determined by the Board from time to time.  
  
(b) Special Playing members shall not be entitled to vote at any General Meeting of the Club or be eligible for election to the Board of Directors or nominate a member for election to the Board but shall be entitled, at the invitation of the Board and notwithstanding Rule 22, to attend (but not to vote) at any General Meeting of the Club and shall be entitled to enjoy the social privileges of the Club as may be determined by the Board from time to time.
24. *(deleted as per Special Resolution carried at AGM – 28 June 2010)*

### ***Eligibility for various classes of membership***

25. The requirements for eligibility of persons for election to the following classes of membership shall be:
  - (a) Playing members  
Persons who have attained the age of eighteen (18) years and who are elected as playing members or transferred by the Board from another class of Ordinary membership to Playing membership.

- (b) Senior Playing members  
Persons who have attained the age of sixty-five (65) years and have held 25 years of continuous Ordinary membership, exclusive of time during which the person was in the class of Non-Playing membership, with the Club and who are transferred by the Board from another class of Ordinary membership to Senior Playing membership of the Club.
- (c) Veteran Playing members  
Persons who have attained the age of seventy-five (75) years and have held 35 years of continuous Ordinary membership, exclusive of time during which the person was in the class of Non-Playing membership, with the Club and who are transferred by the Board from another class of Ordinary membership to Veteran Playing membership of the Club.
- (d) Provisional Playing members  
Persons who have attained the age of eighteen (18) years and who are elected as Provisional playing members of the Club or transferred by the Board from another class of Ordinary membership to Provisional Playing membership.
- (e) Associate Playing members  
Persons who have attained the age of eighteen years (18) and who are elected as Associate Playing members or transferred by the Board from another class of Ordinary membership to Associate Playing membership.
- (f) Country members  
Persons who have attained the age of eighteen (18) years and whose usual place of residence is beyond a radius of one hundred (100) kilometres from the Club's premises and who are transferred by the Board from another class of Ordinary membership to Country Playing membership.
- (g) Overseas members  
Persons who have attained the age of eighteen (18) years and whose usual place of residence is not within the Commonwealth of Australia and who are transferred by the Board from another class of Ordinary membership to Overseas membership.
- (h) Junior Playing members  
Persons who are elected by the Board to Junior Playing membership and who have not attained the age of eighteen (18) years at the time of their election to membership.
- (i) Junior Associate Playing members  
Persons who are elected by the Board to Junior Associate Playing membership and who have not attained the age of eighteen (18) years at the time of their election to membership.

(j) Non-Playing members

- (i) Persons who have attained the age of eighteen (18) years and who are elected as non-playing members or transferred to this category from any class of Playing member upon application to the Board.
- (ii) Non-Playing members may be re-admitted to their former category of membership upon application to, and at the discretion of, the Board, provided that upon such re-admission they shall be liable for the payment of any difference in subscription for the category of membership to which they are re-admitted.

(k) Special Playing members

A person who

- (i) has attained the age of eighteen (18); and
- (ii) in the opinion of the Board will not for any reason qualify or will not for any reason appropriately be suited for membership under any other class of Ordinary membership but who as a senior or prominent employee or contractor (such as, but not limited to, the Club's Secretary, the Club Professional or the former Club Professional) or local or other dignitary or prominent person not qualifying for Honorary membership,

and who is nominated and duly elected by the Board of Directors to Special Playing membership. The Board shall have the power to cancel the membership of a Special Playing member without notice and without assigning a reason. In the event of such cancellation of membership of a Special Playing member under this Rule, the cancellation of membership will not be subject to any proceeding, requirement or procedure contained in Rules 64 to 76 of this Constitution. Further, and without limiting the generality of the foregoing, any cancellation of membership by the Board of a Special Playing member under this Rule or arising out of or connected to termination of a Special Playing member's contract of employment or contract for services with the Club will not be subject to any proceeding, requirement or procedure contained in Rules 64 to 76 of this Constitution.

### ***Election of members***

- 26. A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary member, unless he is elected to membership at a meeting of the Board, or of a committee duly appointed by the Board.
- 27. A person shall not be elected to membership of the Club, unless he has appeared before the Board, or a committee duly appointed by the Board.
- 28. The Secretary shall record the names of the members present and voting at any meeting of the Board or of any election committee appointed by the Board.

29. Every candidate for Ordinary membership, except Special Playing membership, shall be proposed by one member and seconded by another both of whom shall be personally known to the candidate and over the age of eighteen (18) years. A Non-Playing member, Associate member, Country member, or Overseas member shall only be eligible to propose, or second, a candidate for membership to the same class of Ordinary membership to which the proposer and seconder have been elected. A Special Playing member shall not propose, or second, a candidate for Ordinary membership. The candidature of every person to Special Playing membership shall be proposed by one member of the Board (or election or membership committee appointed by the Board) and shall be seconded by another member of the Board (or election or membership committee appointed by the Board).
30. Every application for membership shall:
- (a) be in writing;
  - (b) be signed by the candidate, his proposer and seconder;
  - (c) shall contain a statement that the candidate will, if admitted, be bound by this Constitution and the By-laws of the Club;
  - (d) shall contain such particulars as are prescribed by the Board, including the full name, address and occupation of the candidate;
  - (e) shall be in a form approved by the Board; and
  - (f) shall be lodged with the Secretary.
31. Upon receiving an application for membership the Secretary shall display the name, address and occupation of the candidate and the names of his proposer and seconder on the notice board for at least two (2) weeks prior to the election of the candidate as a member of the Club. A period of at least fourteen (14) days shall elapse between a member's proposal for election and his election.
32. The Board, or any election committee appointed by the Board, may reject an application for membership without assigning any reason for that rejection.
33. When a person has been elected to membership the Secretary shall, notify that person, in writing, of his election as a member of the Club. Upon the payment of the entrance fee (if any) and first annual subscriptions such person shall become a member of the Club. If the entrance fee and/or annual subscription is not paid within one month after the notice of election has been given to the person, the Board may at its discretion cancel the election of the person to membership of the Club.
- If a person fails to be elected to membership, the Secretary shall notify the person accordingly.
34. A copy of this Constitution shall be supplied to a member upon his election as a member or upon a request being made to the Secretary.

### ***Life Members***

35. Members who have rendered outstanding service to the Club may be elected as life members by a resolution passed by a majority of eligible members, at a general meeting of the Club.
36. A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of financial Playing Members.
37. There shall be no more than six (6) Life Members of the Club at any one time.

### ***Honorary Members***

38. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (i) the patron or patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary visiting the Club including, but without limiting the generality of this sub-Rule, the Mayor of the City of Ryde and such local member of the Legislative Assembly or the House of Representatives.
39. An Honorary member shall be entitled to such social and playing privileges of the Club as determined by the Board. An Honorary member does not have the right to stand for election to the Board or to vote at any meeting of the Club. Honorary members, when authorised by the Board, may introduce guests to the Club.
40. Honorary members may, at the discretion of the Board, be relieved of any obligation or liability to pay entrance fees and/or subscriptions.
41. The Board shall have power to cancel the membership of an Honorary member without notice and without assigning a reason.
42. When Honorary membership is conferred on any person, the following particulars shall be entered in the Club's Register of Honorary members:
  - (i) the name in full of the Honorary member;
  - (ii) the residential address of the Honorary member;
  - (iii) the date on which Honorary membership is conferred;
  - (iv) the date on which Honorary membership is to cease.

## ***Temporary Members***

43. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
  - (b) A Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
44. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (c) Temporary members shall not be permitted to introduce guests into the Club;
- (d) The Secretary, President, Vice President or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
45. No person under the age of 18 years may be admitted as a temporary member of the Club;
46. When a Temporary member (other than a Temporary member admitted pursuant to Rule 43(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (a) the name in full of the Temporary member;
  - (b) the residential address of the Temporary member;
  - (c) the date on which Temporary membership is granted.
  - (d) the signature of the Temporary member.

## ***Patron***

47. Unless otherwise determined by the Board, the Patron of the Club shall be the Mayor of the City of Ryde. The Patron shall be an Honorary member of the Club.

### ***Transfer of Membership***

48. The Board may, upon the written application of a member, transfer that member from any class of Ordinary membership to another class of Ordinary membership. The Board may grant a reduction of the subscription and/or entrance fee paid by or payable by the member for the then financial year or may require the member to pay the difference between the entrance fee and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he has applied to be transferred.

### ***Entrance Fees and Annual Subscriptions***

49. The entrance fees and annual subscriptions or payments payable by members shall be determined by the Board. The annual subscriptions payable by Ordinary members shall be not less than Two Dollars (\$2.00) or such other amount as provided by the Act.
50. Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance.
51. Any candidate elected to any class of membership during the first six (6) months of the financial year, shall pay the full annual subscription. Any candidate elected to any class of membership during the second six (6) months of the financial year, shall pay an amount of the annual subscription that represents a proportionate pro-rata payment on a monthly basis for the remainder of the membership year.
52. (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) Whilst the member is an unfinancial member, the member shall be suspended from exercising all playing privileges and rights.
- (c) If the unfinancial member pays the subscription or other money within 31 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.
- (d) If the unfinancial member has not paid the subscription or other money after 31 days from the due date for payment and has been given 7 days notice in writing (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.

53. Any person who has ceased to be a member of the Club pursuant to Rule 52 may reapply for membership in accordance with these Rules.

### ***Registers of Members and Guests***

54. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall have entered in it:
    - (i) the full name, address and occupation of each Full member; and
    - (ii) if he is an Ordinary member, the date upon which he last paid his annual subscription; and
    - (iii) the date upon which the person was elected as a member of the Club.
  
  - (b) A register of persons who are Honorary members of the Club. This register shall have entered in it:
    - (i) the full name or the surname and initials; and
    - (ii) the address;

of each Honorary member.
  
  - (c) A register of Temporary members of the Club who attend the Club each day, other than those temporary members referred to in Rule 43(c). The register shall have entered in it when a temporary member first enters the Club premises on any day:
    - (i) the full name or the initials and surname;
    - (ii) the address; and
    - (iii) the signature;

of each temporary member.
  
  - (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members. On each occasion on which a person enters the Club as a guest of a member, the following information shall be entered into the register:
    - (i) the full name, or the surname and initials of the guest;
    - (ii) the address of the guest;
    - (iii) the date of entry of the guest on the Club's premises; and
    - (iv) the signature of the member.

## ***Guests***

55. All members other than Temporary members shall be entitled to introduce guests to the Club, in accordance with this Constitution and any By-laws made by the Board from time to time. When a member brings a guest to the Club he shall complete the Register of Guests as required by this Constitution.
56. The Board may make By-laws in relation to the number of guests and the frequency of which, a member may introduce a guest, or guests.
57. A member shall not introduce as a guest, any person who has been removed from membership of the Club for misconduct or non-payment of subscriptions, or who has been suspended by the Board.
58. Members are responsible for the conduct of guests they introduce to the Club. A member who introduces a guest into the Club shall remain in the reasonable company of the guest, whilst the guest remains on the Club's premises.
59. No guest shall be supplied liquor on the premises of the Club, except on the invitation of and in the company of a member.

A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

## ***Addresses of Members***

60. Members shall advise the Secretary of any change in their address.

## ***Absentee List***

61. The Board may make arrangements, consistent with the 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.

## ***Resignation and Cessation of Membership***

62. A member may, by notice in writing to the Secretary, resign his membership. Any such resignation shall take effect from the date on which it is received by the Secretary.
63. Any person who ceases to be a member of the Club shall automatically forfeit all his rights as a member, provided that the person shall remain liable for the payment of any

annual subscriptions or any other moneys due by him to the Club and unpaid at the date of the cessation of his membership.

### ***Disciplinary Proceedings***

64. The Board shall have the power to expel, suspend, fine, reprimand or accept the resignation of any member, who, in the opinion of the Board is guilty of conduct which:
- (a) is a breach of this Constitution;
  - (b) is a breach of a By-Law or By-Laws;
  - (c) is prejudicial to the interests of the Club;
  - (d) is unbecoming a member of the Club;
65. Any person may make a complaint in relation to the conduct of any member. Any such complaint shall be in writing and shall be lodged with the Secretary. The Secretary must refer any such complaint to the Board forthwith.
66. If the Board is of the opinion that, without having considered the merits of the case, if proven, the allegations contained in a complaint may amount to conduct of the type referred to in Rule 64 above, then the Board shall, by resolution, require the member to appear at a meeting of the Board to be held not less than twenty one days from the date of the resolution. Where such a resolution is passed, the Secretary shall forward a notice in writing to the member. The notice shall:
- (a) state the date, time and place of the meeting of the Board at which the member is required to appear;
  - (b) provide particulars of the complaint;
  - (c) be served on the member not less than fourteen (14) clear days before the meeting; and
  - (d) inform the member of his rights under Rule 67 hereof.

In the event that a notice of charge is issued to a member pursuant to Rule 66 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks, whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

67. The member shall have the right to attend and address the meeting of the Board at which the complaint against him is to be considered and may present any evidence, either oral or written, to the meeting in response to the complaint either by way of a defence or explanation.
68. The Board must not consider the merits of a complaint without first giving the member against whom the complaint is made a reasonable opportunity of addressing the Board or presenting his evidence, in relation to the complaint.

69. A person who is required by virtue of these Rules to appear before the Board in relation to a complaint, may not, unless otherwise determined by the Board, be entitled to be legally represented at such meeting, or meetings, of the Board.
70. Any motion to the effect that the member is guilty of conduct that amounts to:
- (a) a breach of this Constitution;
  - (b) a breach of a By-Law or By-Laws;
  - (c) conduct that is prejudicial to the interests of the Club;
  - (d) conduct unbecoming a member of the Club:

shall not be carried unless at least two-thirds of the members of the Board present, vote in favour of the motion. Such a motion shall be decided by a secret ballot.

71. Should the Board resolve to pass a motion of the type referred to Rule 70 above, the Board shall not consider any motion relating to the imposition of a penalty upon the member, until the member has had an opportunity to address the Board on the issue of a penalty.
72. A motion imposing a penalty upon a member shall not be carried unless at least two-thirds of the members of the Board present vote in favour of the motion. Such motion shall be by way of secret ballot.
73. Should a member served with a notice pursuant to Rule 66 above, fail to attend the meeting of the Board referred to in the notice, then the Board may consider the complaint, and any penalty, in the absence of the member, provided that should the member submit any written material to the Secretary or to the Board, then the Board shall consider such written material.
74. Where a complaint is made against a member, or members of the Board, then the member, or members of the Board, shall not vote on, or participate in any discussion or deliberation by the Board concerning the complaint.

Where a complaint is made by a member, or members of the Board, then that member, or members of the Board, shall not vote on, or participate in any discussion or deliberation by the Board concerning the complaint.

75. Any decision of the Board upon a complaint shall be final and the Board shall not be required to give any reasons for its decision.
76. (a) In accordance with Section 67A of the Act the Secretary or subject to paragraph (c) of this Rule 76 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or

- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
  - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
  - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (b) If pursuant to paragraph (c) of this Rule 76 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 76) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 67A of the Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
  - (ii) any employee authorised in writing by the Secretary to exercise such power.

## **PART III: THE BOARD OF DIRECTORS**

### ***General***

77. The Board of Directors shall consist of a President, Captain, Vice-President, Vice-Captain and five (5) Ordinary Board members.
78. The Board shall be elected annually in accordance with the procedures set out in these Rules.
79. The members of the Board shall hold office until the conclusion of the next Annual General Meeting after which they were declared to be elected.

### ***Eligibility for Election to the Board of Directors***

80. Subject to the Act, a person shall not be elected to hold office as a member of the Board unless he is a financial Playing member, financial Senior Playing member, financial Veteran Playing member, financial Provisional Playing member or Life Member of the Club.

### ***Election***

81. At least forty-two (42) days prior to the Annual General Meeting in each year, the Secretary shall display on the notice board, a notice calling for nominations for election to the positions of President, Captain, Vice-President, Vice-Captain and five (5) Ordinary Board members.
82. Nominations for election to any position must be made in writing and signed by two (2) eligible members of the Club and the nominee and delivered to the Secretary at least twenty eight (28) days prior to the Annual General Meeting.
83. The Secretary shall upon receipt of each nomination display the names of each nominee and his proposer and seconder on the notice board.
84. If, after all nominations are received in accordance with Rule 82 above, there is more than one nomination for any of the positions of President, Captain, Vice-President and Vice-Captain, then an election by ballot shall be held for that position, or positions, in accordance with the procedure set out in Rule 90 below.
85. If, after all nominations are received in accordance with Rule 82, there are more than five (5) nominations for the positions of Ordinary Board Member, then an election by

ballot shall be held for those positions, in accordance with the procedure set out in Rule 90 below.

86. If there is only the requisite number of nominations for any position, then the Chairman at the Annual General Meeting shall declare the person nominated to such a position to be elected.
87. If no nomination is received for any of the positions of President, Captain, Vice-President or Vice-Captain, then nominations may be received for that position, or positions, at the Annual General Meeting, provided that such nominations are:
  - (a) proposed and seconded by eligible members, other than the nominee, who are present at the meeting; and
  - (b) accepted by the nominee who is present at the meeting.
88. If less than five (5) nominations are received for the positions of Ordinary Board Member then those persons who have been nominated shall be declared elected by the Chairman at the Annual General Meeting. The Chairman at the Annual General meeting shall then call for nominations for the remaining positions. Any such nominations:
  - (a) must be proposed and seconded by eligible members other than the nominee, who are present at the meeting; and
  - (b) must be accepted by the nominee who shall be present at the meeting.

If after all nominations for the remaining positions have been received there are more nominees than positions to be filled, then an election for the remaining positions shall be held by ballot at the Annual General Meeting.

89. If less than the required number of nominations are received at the Annual General Meeting for any position, then those members who have been nominated shall be declared elected and the Board shall, at its first meeting after the Annual General Meeting, be entitled to fill any vacancies that may exist.

### ***Voting procedure***

90. If it is necessary to hold a ballot for any position as provided for in Rules 84, 85 and 124, then such a ballot shall be conducted in accordance with the following procedures:-
  - (a) The Secretary shall have a ballot paper prepared for each position for which a ballot is required. The names of all the nominees shall be listed on the respective ballot papers in order determined by lot, such lot having been conducted by the Secretary in the presence of at least two eligible members who are not nominees for any position.
  - (b) The ballot papers shall be posted to each eligible member of the Club, at least fourteen (14) days prior to the closing date of the ballot.

- (c) All ballot papers posted to eligible members shall be marked for identification by the Secretary.
- (d) A vote for the positions of President, Captain, Vice-President and Vice-Captain, shall be exercised by placing the number "1" against the name of the first preferred candidate and then numbering all the remaining candidates in descending order of preference.
- (e) A vote for the positions of Ordinary Board Members shall be exercised by placing the number " 1 " next to the name of the first preferred candidate and then numbering all the remaining candidates in descending order of preference.
- (f) Ballot papers shall:
  - (i) be placed in an envelope supplied for that purpose marked "Ballot Paper Only" and sealed by the voter;
  - (ii) placed in a stamped addressed or postage paid envelope supplied by the Club upon which the name and address of the voter shall be written; and
  - (iii) returned to the Secretary not later than 5.00 pm, two clear days before the day of the Annual General Meeting.
- (g) On receipt of the envelope containing the ballot paper(s) the Secretary shall check the name of the voter with the Register of members and the envelope containing the ballot paper(s) shall be placed in a locked ballot box provided for that purpose by the Club.
- (h) The counting of votes for the positions shall take place in the following order of seniority: President, Captain, Vice-President, Vice-Captain and Ordinary Board members.
- (i) If a member is elected to the position of President, Captain, Vice President or Vice-Captain and that member has also nominated for a less senior position, then any votes for that member in the less senior position, or positions, shall not be counted and instead the next preferred vote for each member shall be counted.
- (j) The five (5) candidates for the positions of Ordinary Board Members receiving the highest number of votes, after eliminating any ineligible candidate on account of his election to higher office, shall be elected to the positions of Ordinary Board Members.
- (k) In the event of two or more candidates receiving the same number of votes for the position of President, Captain, Vice-President, Vice- Captain, or for the fifth position of Ordinary Board Member, then the successful candidate shall be determined by lot, such lot being conducted by the Secretary at the Annual General Meeting.
- (l) Voting that is not in accordance with the requirements of these sub-Rules 90(d) - (j) shall render the vote informal.
- (m) The Auditors of the Club shall count the votes after the close of the ballot and shall as soon as practicable, but no later than the commencement of the Annual General Meeting, inform the Secretary of the result of the count.

91. The Secretary shall act as the returning officer for any ballot conducted in accordance with Rule 90.

92. Any candidate for election to any position may, by notice in writing to the Secretary, appoint a scrutineer to observe the counting of the ballot.
93. The Board may make such regulations consistent with this Constitution as it thinks necessary for the conduct of any election. Any regulation made under this Rule may be set aside by a resolution of a majority of members present in General Meeting, provided that notice of intention to propose such a resolution has been given to the Secretary not less than twenty-eight (28) days prior to the date of the general meeting.
94. Subject to this Constitution, the members of the Board holding office at the date of the resolution adopting this Constitution shall hold office until the conclusion of the first Annual General meeting held after the date of the resolution adopting this Constitution, when they shall retire but shall be eligible for re-election.
95. Upon election to the Board, or upon appointment to a casual vacancy on the Board, each member of the Board shall, forthwith take out, through the Secretary, a policy of directors' liability insurance in respect to his activities as a director of the Club.

### ***Powers of the Board of Directors***

96. The Board shall be responsible for the management of the business and affairs of the Club and for that purpose the Board may exercise all the powers of the Club.
97. The powers of the Board are subject to any restrictions imposed by the Corporations Law and this Constitution.
98. The Board may delegate any of its powers to a committee of two or more directors and/or full Members of the Club. The Board may revoke a delegation of its power made under this Rule.
99. The Board shall have power to make, amend or rescind By-laws consistent with this Constitution and which, in the opinion of the Board, are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests and property, or for the convenience, comfort and well being of the members. In particular, and without limiting the generality of this Rule, the Board shall have power to make By-laws with respect to:
  - (a) those matters which the Board is authorised by this Constitution to regulate by By-law;
  - (b) the general management control and trading activities of the Club;
  - (c) the control and management of the Club's premises;
  - (d) the upkeep, control, maintenance, improvements and alterations to the golf course;
  - (e) the control and management of golf tournaments or competitions for members and/or other golfers;
  - (f) the control and management of play on the golf course;

- (g) the appointment, election, constitution and regulation of any committee, or subcommittee;
- (h) the powers and procedures of any committee or sub-committee appointed by the Board
- (i) the control of dress on the golf course and in the Club's premises;
- (j) the conduct of members;
- (k) the privileges to be enjoyed by each category of membership;
- (l) the relationship between members and club employees;
- (m) any other matter which is commonly the subject of the rules or by-laws of a Club and which are not reserved by this Constitution for decision by the Club in general meeting.

100. Any By-laws made under this Constitution shall come into effect upon being posted on the Club's notice board.

101. The Board shall have power to:

- (a) enforce the observance of all By-laws by suspension or expulsion from enjoyment of the Club and/or course privileges, or such other sanction authorised by this Constitution;
- (b) in pursuit of the objects of the Club, to purchase or otherwise acquire any property real or personal, at such price and on such terms and conditions as the Board thinks fit;
- (c) 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, either real or personal;
- (d) institute, conduct, defend, compound or abandon any legal proceedings brought by or against the Club or its officers, or otherwise concerning the affairs of the Club;
- (e) compound or allow time for payment of any debts due to the Club;
- (f) determine who shall be entitled to sign or endorse contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments on behalf of the Club;
- (g) Invest and deal with any moneys not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit;
- (h) in furthering the purposes of the Club borrow money in such sum or sums and in such manner and upon such terms and conditions as the Board thinks fit;
- (i) in furthering the purposes of the Club, secure the repayment of any sum or sums of money, either by way of mortgage or charge over the Club's property both real and personal, in such manner and upon such terms and conditions in all respects as the Board thinks fit;
- (j) sell exchange or otherwise dispose of any furniture fittings plant equipment or other goods or chattels but excluding land or buildings belonging to the club;
- (k) lease property owned by the Club, except those parts of the Club's premises which may be registered under the provisions of the Act without the consent of the Licensing Court being first obtained;

- (l) with the sanction of the members in General Meeting, sell or exchange all or part of lands and/buildings or other real property or rights relating to such property, to which the Club may be entitled;
- (m) appoint, discharge and arrange the duties and powers of, the Secretary, Secretary/Manager, General Manager or Chief Executive Officer and to determine the remuneration and terms of employment of the Secretary, Secretary/Manager, General Manager or Chief Executive Officer;
- (n) engage, appoint, control, remove, discharge, suspend and dismiss managers, representatives, agents or employees in respect to permanent, temporary or special services as it may from time to time think fit;
- (o) determine the duties, pay, salary and other remuneration for any party to a contract with the Club and to determine with or without compensation any such contract for service or otherwise;
- (p) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (q) make charges and levies on Ordinary members for general or special purposes;
- (r) make donations for patriotic, charitable or community purposes;
- (s) do all such other things as are incidental or conducive to the attainment of the objects of the Club as set out in this Constitution.

### ***Meetings of the Board***

- 102. The Board shall 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 each calendar month.
- 103. The President may at any time and the Secretary must upon the request of at least two (2) Directors, convene a meeting of the Board.

### ***Minutes***

- 104. The Board shall keep minutes of its meetings in a book provided for the purpose and, in particular shall keep a record of:
  - (a) the names of the directors present at each meeting of the Board;
  - (b) all officers, employees, committees or sub-committees appointed by the Board; and
  - (c) all resolutions and proceedings at all meetings of the Board.
- 105. Members will be entitled to have access without charge to minutes of resolutions passed at a general meeting. A copy of such minutes or an extract from the minutes of a meeting of members will also be available to members upon written request.

## **Chairman**

106. The President shall preside at every meeting of the Board, however, 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 as Chairman then the Board members present shall elect a Chairman.

## **Quorum**

107. The quorum for a meeting of the Board shall be six.

## **Voting**

108. Questions arising at any meeting of the Board shall be decided by a majority of votes of directors present and voting. Any majority decision shall be deemed to be a decision of the Board.
109. The Chairman shall have a deliberative vote. In the case on an equality of votes the Chairman shall have a second or casting vote.
110. The Board may pass a resolution without a meeting being held, if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

## **General**

111. A member of the Board who in any way, either directly or indirectly, has an interest in a contract or proposed contract with the Club shall, in accordance with section 231 of the Corporations Law, declare the nature of that interest at a meeting, or meetings, of the Board where the contract or proposed contract is to be considered by the Board.

Where a Director of the Club makes a declaration of interest pursuant to this Rule, the requirements of Section 39 of the Act shall be implemented.

112. (a) In accordance with Section 232A(l) of the Corporations Law, a Director who has a material personal interest in the matter that is being considered at a meeting of the Board, or of the Directors of the Club;
- (i) must not vote on the matter;
  - (ii) must not be present while the matter is being considered at the meeting.

- (b) The Board shall not pass a resolution for the purpose of Section 232A(3) of the Corporations Law exempting a Director from the provisions of paragraph (a) of this Rule.

113. All acts done by the Board, a committee, or by any Director shall be valid, notwithstanding that a defect is later discovered in the appointment or qualification of a member of the Board or a committee.

### ***Vacancies on the Board***

114. If the number of members of the Board is reduced below the quorum, the remaining Board members may act only to fill any casual vacancy or vacancies on the Board in accordance with this Constitution.

115. The office of President, Captain, Vice President, Vice Captain and an Ordinary Board Member shall be vacated if:

- (a) he becomes of unsound mind or he or his estate is liable to be dealt with in any way under the law relating to mental health;
- (b) If he or she becomes insolvent under administration or has been convicted of any offence referred to under Section 229(3) of the Corporations Law.
- (c) if he is absent from meetings of the Board for a continuous period of three (3) calendar months, without leave of absence and the Board resolves that his office is vacated;
- (d) if he resigns his office by notice in writing to the Secretary;
- (e) if he becomes prohibited from being a member of the Board by reason of any order made under the Corporations Law or the Act;
- (f) if he ceases to be a member of the Club;
- (g) if he fails to declare the nature of his interest in a contract, or office, or property as provided by the Corporations Law;
- (h) if he becomes an employee of the Club.

116. Should the office of President become vacant, the Board shall appoint the Vice President to the office of President.

117. If the Vice-President is unwilling or unable to act as President, then the Board shall appoint a member of the Board to the office of President.

118. Should the office of Captain become vacant, the Board shall appoint the Vice Captain to the office Captain.

119. If the Vice-Captain is unwilling or unable to act as Captain, then the Board shall appoint a member of the Board to the office of Captain.

120. Should the office of Vice-President or Vice-Captain become vacant, then the Board shall appoint a member of the Board to fill the office of Vice President or Vice Captain as the case may be.
121. In the event that none of the Ordinary members of the Board are willing or able to act as President, Captain, Vice President or Vice Captain, as the case may be, then the Board may appoint any eligible person to such position.
122. In the event of a position of an Ordinary Member of the Board becoming vacant, the Board may appoint any eligible person to the Board to fill the vacant position.
123. Should the Board exercise any of its powers to fill a casual vacancy in accordance with Rules 116 to 122 hereof, the person appointed shall only hold office until the conclusion of the next Annual General Meeting.
124. In the event of a casual vacancy on the Board, the Board may, in its discretion, hold an election to fill a casual vacancy, by ballot conducted as nearly as practicable to the procedures set out in Rule 90. Any person duly elected as a result of this Rule, shall hold office until the conclusion of the next Annual General Meeting.
125. Subject to the provisions of these Rules the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 227 of the Act shall be followed in relation to that meeting.

## **PART IV: GENERAL MEETINGS**

### ***Annual General Meetings***

126. A general meeting called the Annual General Meeting must be held:
- (a) at least once in every calendar year;
  - (b) within five (5) months of the end of the Club's financial year.
127. The business of the Annual General Meeting shall be:
- (a) to receive and consider the accounts, statements and reports prescribed by the Corporations Law,
  - (b) To declare the results of the election and, if necessary, to elect persons to any remaining position on the Board as provided by this Constitution.
  - (c) To appoint an auditor or auditors in the event that there be a vacancy in the office of auditor.
  - (d) to deal with any other business included in the notice of meeting.
128. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Corporations Law are to be laid before the Annual General Meeting in respect of the financial year ending on the last day of February immediately prior to the Annual General Meeting and without limitation these shall include:
- (b) a copy of the Financial Report of the Club;
  - (c) a copy of the Directors' Report; and
  - (d) a copy of the Auditors' Report on the financial report.

### ***Convening of General Meetings***

129. The Board may whenever it thinks fit convene a General Meeting.
130. The Board shall, on the request of not less than fifty (50) eligible members, convene a general meeting.
131. A request of members to convene a general meeting, shall:
- (b) be in writing;
  - (c) state any resolution to be proposed at the meeting and state the purpose or purposes of the meeting;

- (d) disclose the printed name and membership number of each member making the request;
  - (e) be signed by each member making the request;
  - (f) be lodged with the Secretary; and
  - (g) may consist of several documents in identical form, each signed by one or more of the members making the request.
132. The Board must call the meeting within twenty-one (21) days after the request is given to the Club. The meeting is to be held not later than two (2) months after the request is given to the Club.

Members with more than 50% of the votes of all the members who made the request may call and arrange to hold a general meeting if the Board do not do so within twenty-one (21) days after the request is given to the Club.

133. Any meeting convened under Rule 132 above shall, as nearly as practicable, be convened in the same manner as general meetings are convened by the Board.

The meeting must be held not later than three (3) months after the request is given to the Club.

To call the meeting, the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give to members the copy of the Register without charge.

134. The Club must pay the reasonable expenses the members incur because the Board failed to call and arrange to hold the meeting.
135. Where the object of a general meeting requested in accordance with Rule 133 above, is to consider 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 required by the *Corporations Law* or this Constitution.
136. When determining whether a resolution has been passed by a particular majority of members at a general meeting, the Chairman shall consider only those members present and voting upon the resolution.

### ***Notice of General Meetings***

137. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and

- (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club notice board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the notice board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Corporations Law such proceedings are declared to be void.
138. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

### ***Members' Resolutions***

139. The rights of members to propose resolutions at general meetings of the Club are as provided in Section 249N of the Corporations Law.

### ***Auditor's Right to be Heard at General Meetings***

140. (a) The Club's auditor is entitled to attend any general meeting of the company;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
- (i) The auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### ***Meeting to be Held for a Proper Purpose***

141. A general meeting of the members of the Club must be held for a proper purpose.

## **Quorums**

142. No business shall be transacted at any General Meeting unless a quorum of eligible members is present at the time when the meeting proceeds to business.
143. A quorum for a general meeting convened by the Board shall be thirty (30) eligible members present. A quorum for a general meeting convened by way of a request of members shall be fifty (50) eligible members present.
144. If a quorum is not present within thirty (30) minutes after appointed time for the commencement of a general meeting, then:
  - (a) the meeting, if convened by way of a request of members, shall be dissolved; or
  - (b) in any other case, the meeting is to be adjourned to a date, time and place determined by the chairman of the meeting.
145. If at a general meeting, previously adjourned due to a lack of a quorum, a quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, the members present and eligible to vote (being not less than ten) will constitute a quorum.

## **Chairman**

146. The President or, in the President's absence, the Vice President, shall act as Chairman at each General Meeting. If the President and the Vice-President are absent or unwilling or unable to act, then the Captain shall act as Chairman. If the Captain is unwilling or unable to act, then the members present shall elect one of the current members of the Board to act as Chairman of the meeting. If each of the current members of the Board are unwilling or unable to act, then the members present shall elect one of their number to act as Chairman of the meeting.

## **Voting**

147. A vote put to a general meeting is to be decided by a show of hands unless a poll is demanded by five (5) members. A demand for a poll may be made either before a vote is taken or before the voting results on a show of hands is declared or immediately after the voting results when a show of hands is declared. Any demand for a poll may be withdrawn.
148. In the case of an equality of votes whether on a show of hands or on a ballot, the Chairman shall have a second or casting vote.
149. A declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any such resolution.

150. A person shall not:
- (a) attend or vote at any meeting of the Club, the Board or any committee of the Club; or
  - (b) vote at any election including an election of a member of the Board;

as the proxy of another person.

151. When determining whether a motion or resolution has been passed or defeated by a particular majority, only those members present, and voting, in favour, or against, the motion, or resolution, shall be counted.

### ***Adjournments***

152. The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting (and shall, if directed by the meeting), adjourn the meeting to a specified time, date and place. No business shall be conducted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of the adjourned meeting.

A resolution passed at any adjourned meeting shall be treated as having been passed on the date of that adjourned meeting.

### ***Minutes***

153. The Secretary shall keep a record of all resolutions and proceedings at General Meetings and shall within one (1) month of the meeting, cause such a record to be entered in a book provided for that purpose and such record shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next General Meeting and if so signed shall be evidence of the proceedings to which it relates.

## **PART V: MISCELLANEOUS**

### ***Accounts***

154. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Corporations Law, the Act and any other relevant statute in force from time to time.
155. 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 Corporations Law to inspect such records.
156. The financial year of the Club shall commence on the first day of March and end on the last day of February in each year or such other period as the Board may determine, having regard to the provisions of the Corporations Law.
157. The Directors' report required by the Corporations Law shall include particulars of the number of members contained in the Register of Members at the end of the financial year to which the report relates.

### ***Audit***

158. Auditors shall be appointed and their duties regulated in accordance with the Corporations Law. The Auditor's remuneration shall be fixed by the Board.

### ***Secretary***

159. The Board shall appoint a Secretary of the Club, who shall be known as the General Manager but who shall be the Chief Executive Officer of the Club for the purposes of the Act. There shall be only one Secretary of the Club at any one time.

### ***Seal***

160. The Board shall provide for the safe custody of the common seal of the Club.
161. The common seal shall not be affixed to any instrument except by the authority of a resolution of the Board and the affixing of the common seal shall be attested by the signatures of either, two members of the Board or one member of the Board and the Secretary.

## ***Notices***

162. For the purpose of the Constitution, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the members at the member's address shown in the Register of Members.
163. Where a notice is sent by post, service of the notice shall be deemed to be effected by addressing, pre-paying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on that day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of posting.

## ***Indemnity of Officers***

164. To the extent permitted by law:
- (a) every person who is or has been an Officer of the Club will be indemnified out of the property of the Club against any liability for costs and expenses incurred by that person in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application to any proceedings in which the Court grants relief to the person under the Corporations Law, and
  - (b) every person who is or has been an Officer of the Club will be indemnified out of the property of the Club against any liability to another person (other than the Club or a related body corporate of the Club) where the liability is incurred by the Officer in his or her capacity as an Officer of the Club PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

## ***Insurance***

165. To the extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the Club, against a liability:
- (a) incurred by the person in his or her capacity as officer of the Club PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of sections 232(5) or (6) of the Corporations Law, or
  - (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

## ***General***

166. This Constitution shall be read and construed subject to the provisions of the Act and to the extent that any of the provisions contained in this Constitution are inconsistent with the Act they shall be inoperative and of no effect.