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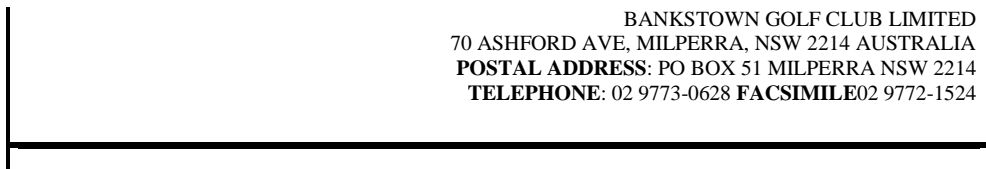


**CONSTITUTION**

**OF**

**BANKSTOWN GOLF CLUB LIMITED**

**ACN 000 020 280**



BANKSTOWN GOLF CLUB LIMITED  
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1. **NAME OF COMPANY**

1.1 The name of the Company is Bankstown Golf Club Limited.

2. **PRELIMINARY**

2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. **DEFINITIONS**

3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

(a) **“the Act”** means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation and if applicable any Regulation made under the Act.

(b) **“The Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

(c) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.

(d) **“the Club”** means Bankstown Golf Club Limited ABN 89 000 020 280

(e) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

(f) **“Constitution”** means this Constitution.

(g) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3.

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

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

(j) **“Month”** except where otherwise provided in this Constitution means calendar month.

- (k) “**the Office**” means the general administration office of the Club.
- (l) “**Registered Clubs Act**” means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation and if applicable any Regulation made under the Registered Clubs Act.
- (m) “**Rules**” means the rules comprising this Constitution.
- (n) “**Secretary**” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (o) “**Special Resolution**” has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.

3.2 “**Financial member**”. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 16.4; or
- (b) any money (other than a member’s subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 17 until the full amount owing is paid to the Club.

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

#### 4. **OBJECTS**

4.1 The objects of the Club are:

- a) To promote the game of Golf as the Club may deem appropriate and to provide trophies and prizes in connection therewith.
- b) To provide for members and for members’ guests a Club with all the usual facilities of a golf club including, liquid and other refreshment, and provisions for sporting and other social amenities.
- c) To construct, establish, provide, maintain and conduct the Golf Course, practice area and grounds as the Club may determine and to construct, provide, establish, furnish and maintain the clubhouse and other buildings in connection therewith containing such conveniences as the Club may from time to time determine.
- d) To apply for and obtain and hold any licence, permit or certificate of registration under any Act and for such purpose or purposes to appoint if necessary or desirable a person to act as licensee or secretary in respect of such licence, permit or certificate of registration.

- e) To enter into any arrangements for co-operation or reciprocal concessions with any other association or club, whether incorporated or not, having objects similar to those of this Club.
- f) To enter into any guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property, present or future, of the Club.
- g) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

## 5. **LIMITED LIABILITY**

5.1 The liability of the members is limited.

## 6. **MEMBERS GUARANTEE**

6.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up:

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

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

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

## 7. **APPLICATION OF PROPERTY ON DISSOLUTION**

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

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

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

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

## 8. **PROPERTY AND INCOME OF THE CLUB**

8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or

- otherwise by way of profit to the members of the Club.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.
- 9. LIQUOR & GAMING**
- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act, the Club shall not

share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

9.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## 10. **MEMBERSHIP**

10.1 The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.

10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as an Ordinary Junior member in accordance with this Constitution.

10.3 The Full membership of the Club shall be divided into the following categories:

- (a) Ordinary Senior members; and
- (b) Ordinary Junior members;
- (c) Life members;
- (d) House members.

10.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

- (a) Provisional members; and
- (b) Honorary members;
- (c) Temporary members.

10.5 The number of House members shall not exceed forty five percent (45%) of the total number of Ordinary Senior members and Life members.

## **ORDINARY SENIOR MEMBERS**

10.6 Ordinary Senior members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary Senior membership of the Club.

10.7 Ordinary Senior members are entitled to:

- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 27.4, nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution including any Special Resolution to amend this Constitution;
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

## **ORDINARY JUNIOR MEMBERS**

- 10.8 Ordinary Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Ordinary Junior membership of the Club.
- 10.9 A person shall not be admitted as an Ordinary Junior member of the Club unless the Board:
- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club; and
  - (b) has received from that persons parent or guardian written consent to that person becoming an Ordinary Junior member of the Club and taking part in the sporting activities organised by the Club;
  - (c) is satisfied that the person will take part in regular sporting activities organised by the Club.
- 10.10 Subject to the provisions of the Registered Clubs Act, Ordinary Junior members are entitled to such social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at Annual General Meetings and general meetings of the Club;
  - (b) nominate for or be elected to hold office on the Board;
  - (c) vote in the election of the Board;
  - (d) vote on any Special Resolution to amend this Constitution;
  - (e) propose, second or nominate any eligible member for any office of the Club;
  - (f) propose, second or nominate any eligible member for Life membership;
  - (g) introduce guests to the Club.

## **LIFE MEMBERS**

- 10.11 A Life member shall be any member who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.
- 10.12 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.13 Candidates for Life membership shall be proposed by one and seconded by another Ordinary Senior member or Life member and submitted to the Board for approval.
- 10.14 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 10.15 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 10.16 If a nomination for Life membership is approved by a resolution passed by not less than a two-thirds majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- 10.17 Every Life member shall be entitled to all the rights and privileges of an Ordinary Senior

member.

10.18 A Life member is relieved from the payment of any annual subscription.

## 11. **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

11.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

11.2 The Board shall have the power to transfer an Ordinary Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Ordinary Junior member has the necessary qualifications.

11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

11.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

## 12. **PROVISIONAL MEMBERS**

12.1 A person in respect of whom:

- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the joining fee (if any); and
- (c) the subscription appropriate to the class of membership referred to in the nomination form

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall:

- (a) cease to be a Provisional member of the Club; and
- (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

12.3 Provisional members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of

membership which is permitted to do so.

12.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

### 13. **HONORARY MEMBERS**

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

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen visiting the Club.

13.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the class of Full membership of which they are Full members.

13.3 Honorary members who are not Full members of the Club are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time;
- (b) introduce guests to the Club.

13.4 Honorary members who are not Full members of the Club are not entitled to:

- (a) vote at any meeting of the Club;
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

### 14. **TEMPORARY MEMBERS**

14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
- (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.

- (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 14.2 Temporary members shall not be required to pay a joining fee or annual subscription.
- 14.3 Temporary members are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time;
  - (b) subject to Rule 25.12, introduce guests into the Club.
- 14.4 Temporary members are not entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (b) nominate for or be elected to the Board;
  - (c) vote in the election of the Board;
  - (d) vote on any Special Resolution to amend this Constitution;
  - (e) propose, second or nominate any eligible member for any office of the Club; or
  - (f) propose, second or nominate any eligible member for Life membership.
- 14.5 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- 14.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 14.1(c).

### **HOUSE MEMBERS**

- 14.7 The following persons in accordance with procedures established by the Board may be made House members of the Club:
- (a) any person who is not eligible for Ordinary Senior membership of the Club; and
  - (b) Any person who does not wish to become an Ordinary Senior member of the Club and who in either case applies for House membership in accordance with this Constitution.
- 14.8 House members shall not be required to pay a joining fee but will pay an annual subscription as determined by the Board.
- 14.9 House members are entitled to:
- (a) social privileges and advantages of the Club as the Board may determine from time to time;
  - (b) subject to Rule 25.12, introduce guests into the Club;
  - (c) attend general meetings (subject to Rule 14.10(a)).

14.10 House members are not entitled to:

- (a) vote or speak at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

## 15. ELECTION OF MEMBERS

15.1 A person shall not be admitted as an Ordinary Senior member, Ordinary Junior member of the Club or House member unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.

15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

15.3 The Board or election committee may reject any application for membership without giving any reason.

15.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:

- (a) the full name of the applicant;
- (b) the residential address of the applicant;
- (c) the date of birth of the applicant;
- (d) the occupation of the applicant;
- (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
- (f) the signature of the applicant and, in the case of an Ordinary Junior member, the signature of the parent or guardian of the applicant;
- (g) such other particulars as may be prescribed by the Board from time to time.

15.5 Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:

- (a) the joining fee (if any) and the appropriate subscription;
- (b) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.

15.6 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to

be sent to the Secretary.

- 15.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- 15.8 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 15.9 An interval of at least fourteen (14) days shall elapse between the deposit at the Office of the nomination form of a person for election and the election of that person to membership of the Club.
- 15.10 The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

## 16. **JOINING FEES, SUBSCRIPTIONS AND LEVIES**

- 16.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 16.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 16.3 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 16.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 16.5 Any person who has not paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.
- 16.6 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 16.4.

## 17. **NON-FINANCIAL MEMBERS**

- 17.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall not be entitled to:
  - (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club;

- (d) nominate or be elected or appointed to the Board;
- (e) vote in the election of the Board;
- (f) propose, second or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership.

## 18. **REGISTERS OF MEMBERS AND GUESTS**

### 18.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full;
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full or the surname and initials;
  - (ii) the address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full or the surname and initials;
  - (ii) the address.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
  - (i) the name in full or the surname and initials;
  - (ii) the address;
  - (iii) the date on which the entry of the guest's name in the register is made;
  - (iv) the signature of the member introducing the guest.

## 19. **ADDRESSES OF MEMBERS**

- 19.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 18.1(a).

## 20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
  - (i) guilty of any conduct prejudicial to the interests of the Club; or
  - (ii) guilty of conduct which is unbecoming of a member.

20.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
  - (i) any charge against the member pursuant to Rule 20.1; and
  - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing sent by a prepaid letter posted to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled:
  - (i) to attend the hearing for the purpose of answering the charge; and
  - (ii) shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (d) If the member fails to attend such meeting:
  - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it;
  - (ii) the Board may impose any penalties;  
the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (f) When the Board has made a decision about whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member or the Board's decision.
- (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- (i) The Board has the power to adjourn for such period as it considers fit a meeting

pursuant to this Rule 20.

- (j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a):

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

20.4 Subject to Rules 20.5 and 20.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within fourteen (14) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

20.5 A member shall be notified, by notice in writing sent by prepaid letter posted to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 20.4.

20.6 The provisions of Rules 20.1 and 20.2 shall not apply to any member suspended or expelled pursuant to Rule 20.4.

## 21. **DISCIPLINARY COMMITTEE**

21.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

21.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 save that:

- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
- (b) all references to the Board in Rule 20, except in Rule 20.2(i) shall be read as being references to the Disciplinary Committee.

21.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 20 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 21.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

21.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 21.1 and may hear and determine any charge against a member

which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

**22. MEMBER UNDER SUSPENSION**

22.1 Any member whose membership is suspended pursuant to Rules 20 or 21 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club without the permission of the Board;
- (c) attend or vote at any meeting of the Club;
- (d) nominate or be elected or appointed to the Board;
- (e) vote in the election of the Board;
- (f) propose, second or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership.

**23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 23.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is at the time intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (f) 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.
- (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

23.2 If pursuant to Rule 23.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 23.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

23.3 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

- (a) in the absence of the Secretary from the premises of the Club the senior employee

then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

## 24. RESIGNATION AND CESSATION OF MEMBERSHIP

24.1 A member may at any time resign from his or her membership of the Club by either:

(a) giving notice in writing to the Secretary; or

(b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

24.3 Any member who has resigned pursuant to 24.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

## 25. GUESTS

25.1 Subject to Rule 25.2 all members (other than Junior members) shall have the privilege of introducing guests to the Club.

25.2 A Temporary member may only introduce guests only in accordance with Rule 25.12.

25.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 18.1.

25.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

25.5 No member shall introduce any person as a guest:

(a) who has been expelled from the Club pursuant to Rule 20 or Rule 21;

(b) whose membership is then suspended pursuant to Rule 20 or Rule 21; or

(c) who is then refused admission to or being turned out of the Club pursuant to Rule 23.

25.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.

25.7 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

25.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

25.9 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.

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

25.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

25.12 A Temporary member may bring into the non restricted areas of the Club premises as the

guest of that Temporary member a minor:

- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
- (b) who does not remain on the Club premises any longer than that Temporary member;
- (c) in relation to whom the member is a responsible adult.

25.13 For the purposes of Rule 25.12(c), “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:

- (a) a parent, step-parent or guardian of the minor;
- (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
- (c) a person who for the time being has parental responsibility for the minor.

## 26. **PATRONS**

26.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

26.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

## 27. **BOARD OF DIRECTORS**

27.1 The Board shall consist of ten (10) directors who shall comprise a President, a Vice President of House (who holds the position of Deputy Chairman), a Vice President of Greens, a Captain, a Treasurer, a Vice-captain and four (4) Ordinary Directors.

27.2 The Board shall be elected annually in accordance with this Constitution.

27.3 Subject to Rules 27.1 and 27.4, the following members shall be entitled to stand for and be elected or appointed to the Board:

- (a) Life members; and
- (b) Ordinary Senior members.

27.4 A member who is:

- (a) an employee; or
  - (b) who is currently under suspension pursuant to Rule 20;
  - (c) not a Financial member; or
  - (d) has not had three (3) continuous years of ordinary senior membership
- shall not be eligible to stand for or be elected or appointed to the Board.

## 28. ELECTION OF BOARD

28.1 The election of the Board shall be conducted in the following manner: The board of directors shall be elected by full members of the company each year for the control of the affairs of the company.

- (a) A person elected to an office or who already holds an office may not be elected, appointed or co-opted to any other office. Membership of a committee constituted by the board does not constitute the holding of an office
- (b) The returning officer and assistants, if any, shall be elected at each annual general meeting to hold office and to conduct the election of the officers of the company. A director may not be the returning officer or assistant. A candidate may not act as a returning officer or scrutineer. Each candidate is entitled to appoint two full members to be scrutineers.
- (c) A person may not be a candidate for election as a director unless at the time of nomination he or she is a full member of the company in good financial standing and has been continuously so for not less than the three years immediately preceding the day on which the returning officer calls for nominations for an election for the office, has fully paid all moneys due from the candidate on or before that day to the company, and is of full rights.
- (d) The returning officer, in consultation with his or her assistants, and with their aid and participation in the task, shall conduct the election of directors. The conduct of the election, where not prescribed herein, shall be in accord with the directions of the company in general meeting and, where there is doubt, shall accord with practice for an election in respect of the parliament of New South Wales. A candidate shall be permitted to appoint two scrutineers of the election. The returning officer shall act with open disclosure towards every candidate and scrutineers at all stages of the ballot.
- (e) All persons shall abide by the instructions of the returning officer for the conduct of every step in any manner related to the conduct of the election. The returning officer may take advice and inform himself or herself as he or she sees fit upon any matter relating to the election.
- (f) The returning officer shall determine and thereafter, by notice given in an appropriate manner upon the notice board and otherwise, advertise the date (being a date not later than three months after the end of the financial year and not earlier than twenty-eight days after notice of the election given) until which the returning officer will accept nominations for the election of the directors; the dates between which (being a term of not less than two weeks) he or she will cause ballot papers to be available at the office of the company; the dates between which he or she will accept ballot papers showing votes, being a term not less than two weeks from the date of first availability of ballot papers; the date place and time of the count; the date, place and time of the declaration of the poll, being a date determined by the board which shall be a day not later than the day of the annual general meeting; and the regulations governing the conduct of the election
- (g) The notice shall be maintained upon the notice board during the term of the election.
- (h) The secretary shall provide a roll to the returning officer showing the names of members entitled to vote.

- (i) Nominations shall be made in writing, signed by two full members and the nominee, and each of them at the time of making and accepting the same must be in good financial standing and of full rights. The office to be contested by the nominee is to be stated. A person may be nominated for two or more separate offices in the one election. No person may be elected to more than one office.
- (j) A separate nomination paper for each office to be contested by a nominee shall be delivered to the secretary.
- (k) The returning officer shall cause to be posted on the notice board, on a single notice cumulatively and meaningfully in respect of each office, notification of all nominations as and when they are received.
- (l) When only one candidate seeks an office, the candidate shall, at the declaration of the poll, be declared elected. When there are only sufficient nominees for offices of the same rank, they shall be declared elected.
- (m) If insufficient nominations to an office or none are made, nominations may be made at the annual general meeting from the floor of the meeting, and if it is required, the returning officer shall then and there conduct a secret ballot, and announce the result thereof and the meeting shall not adjourn or be closed beforehand.
- (n) Where a ballot is required, unless it is otherwise determined by the returning officer or failing that by the chairman of the meeting, a voter may signify his or her vote by handing in a paper with the name of the candidate of his choice written thereon, and that shall be counted as a vote.
- (o) Subject to the requirements, if any, of the returning officer made in the interest of the integrity of the election, a member may vote by post and have his or her vote if received in time included in the count.
- (p) The returning officer may assist a member having difficulty with the English language to exercise his or her rights.
- (q) The returning officer shall promptly, without any delay that may prejudice the member's opportunity to cast a vote, issue a ballot paper to each full member who is in good financial standing and of full rights who requests the same in person. Where a member applies for a postal vote, either in person or in writing, the returning officer shall, subject to the integrity of the election, meet the convenience of the member so applying. A member may be required to sign a receipt for the issue of the ballot paper. The returning officer may authorise, in writing, the secretary to act on his or her behalf. If so authorised, the secretary may issue a ballot paper to any member after first obtaining a request for the same in writing or a signature for the receipt of the same. The secretary shall give to the returning officer all records of ballot papers issued by him or her under the authority. The secretary shall otherwise adhere to all directions given him or her by the returning officer.
- (r) Each member receiving a ballot paper shall be given an envelope which is numbered. The number of the envelope and the name of the member receiving the same are to be recorded. The member casting a vote upon the ballot paper shall seal it in the envelope. A voter not being a postal voter shall sign the electoral roll signifying the fact of his or her vote. Except at an election at a general meeting, the returning officer shall include voting instructions with each ballot paper. A postal vote shall be lodged

in the numbered envelope. A record shall be kept of the number of each envelope received as a postal vote.

- (s) The envelope shall be deposited in a locked container kept for the purpose in the office of the company in the care of the secretary and the returning officer. The container shall be kept locked for the term of voting during which period it shall be kept available for the deposit of votes at least during the ordinary hours of business and for each day of the term set for voting.
- (t) A ballot paper shall not be deemed invalid or informal by the returning officer by reason merely that a signature or a number has not been recorded or there is any other default of deficiency, but he or she shall reject the same if he or she is not satisfied it is a true vote. A vote shall not be informal by reason only that it shows a vote for less than the number of offices to be filled.
- (u) Votes shall be counted in order of the seniority of the office in contest. The candidate with the highest vote shall be declared elected. In the event of an equality of votes, after a recount, if any, the chairman at the annual general meeting shall draw lots between the candidates to determine the candidate to gain the office. When two or more persons are elected to an office of the same rank, seniority shall be determined by length of membership of the company.
- (v) It shall be permissible for full members of the club only to distribute tickets recommending voting decisions to electors.
- (w) The returning officer shall formally declare the poll after due notice to the candidates of the time and place thereof and shall post the results of the ballot on the notice board showing the names of all candidates and the votes cast for each of them and shall announce the results of the ballot at the next succeeding general meeting. B) The returning officer shall keep the documentation created in and for and in the course of the election available for inspection by any candidate or his or her scrutineers. With the leave of a general meeting, he or she may, not earlier than fifty-six days thereafter, destroy the documentation. In the event of any objection to the integrity of the ballot by any candidate, and to the destruction of any documentation, he or she shall not destroy the same except with the leave of the next general meeting obtained upon notice given in the ordinary course.
- (x) A candidate elected to an office (not being a person appointed by the board to fill a vacancy) shall take up that office at the conclusion of the annual general meeting next after the conclusion of the election.

28.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 28.1.

## 29. **POWERS OF THE BOARD**

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

### **GENERAL POWERS**

29.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting.

## **SPECIFIC POWERS**

29.3 Without limiting the general powers conferred by Rule 29.2, the Board shall have power to:

- (a) Make, alter and repeal By-Laws pursuant to Rule 29.10.
- (b) Enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) Purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) Secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) Institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) Determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) Invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) Borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) Sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land shall be subject to the requirements in paragraph (j) of this Rule 29.3
- (j) The Board cannot dispose of any land owned by the Club unless, firstly the disposal has been approved by a resolution passed at a general meeting of the Ordinary Senior members and Life members of the Club by a simple majority and secondly the requirements of section 41J of the Registered Clubs Act have been satisfied in relation to such disposal. For the purposes of this Rule “disposal” has the same meaning as that used in section 41J of the Registered Clubs Act and has the same application as in clause 47I of the Registered Clubs Regulation (other than paragraph (a) of that clause).
- (k) Appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) Engage, appoint, control, remove, discharge, suspend and dismiss managers,

employees, officers, representatives and agents in respect to permanent, temporary or special services as it may think fit and to determine the duties, pay, salary, benefits or other remuneration. The Board may delegate these powers (or any of them) to the Secretary of the Club.

- (m) Set the joining fees, subscriptions, levies and other payments payable by all members.
- (n) Fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (o) Affiliate with any golf club or association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such golf club, or association.

## **COMMITTEES**

29.4 Without derogating from the general powers conferred by Rule 29.2, the Board shall form a Greens Committee, a House Committee, a Finance Committee, a Membership Committee and a Match and Play Committee and the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

- (a) Director;
- (b) Member;
- (c) Employee;
- (d) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;

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

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

29.6 The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

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

29.8 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 29 or by any by-law made by the Board pursuant to this Rule 29.

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

## **BY-LAWS**

- 29.10 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- 29.11 Without limiting the generality of Rule 29.10 the Board may regulate:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
  - (b) the operations of the Club;
  - (c) the control and use of the Club premises;
  - (d) the control and management of competitions;
  - (e) the conduct of members and guests of members;
  - (f) the playing and social privileges to be by category of membership;
  - (g) the conduct of members in relation to Club employees; and
  - (h) generally, all such matters as are commonly the subject matter of a Constitution or By-laws made under a Constitution or which by this Constitution are not reserved for decision by the Club in general meeting.
- 29.12 Any By-law made under Rule 29.10 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- 29.13 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

## **30. PROCEEDINGS OF THE BOARD**

- 30.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each calendar month for the transaction of business.
- 30.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.
- 30.3 The Chairperson shall be entitled to take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall take the chair of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act then the directors present shall elect one of their numbers to take the chair for that meeting.
- 30.4 The quorum for a meeting of the Board shall be six (6) members of the Board.
- 30.5 The Chairperson may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 30.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- 30.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 30.8 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 30.9 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

### **31. DECLARATIONS OF INTERESTS BY DIRECTORS**

- 31.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 31.6.
- 31.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 31.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- 31.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.
- 31.5 Rules 31.1 to 31.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

- 31.6 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

### **32. CONTRACTS WITH DIRECTORS**

- 32.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

32.2 A “pecuniary interest” in a company for the purposes of Rule 32.1 does not include any interest exempted by Regulation made under the Registered Clubs Act.

32.3 Provided that the provisions of Rule 31.1, Rule 31.6 and Rule 32.1 have been satisfied with respect to a commercial arrangement or a contract:

- (a) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
- (b) the commercial arrangement or a contract shall not, by reason of that director’s interest, be avoided.
- (c) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

### 33. **CONTRACTS WITH SECRETARY**

33.1 Subject to Rule 33.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (a) the Secretary;
- (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
- (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

33.2 Rule 33.1 does not prevent the Club entering into a contract with any of the above persons which is:

- (a) a contract of employment; or
- (b) a result of an open tender process conducted by the Club;
- (c) otherwise permitted by the Registered Clubs Act.

### 34. **REMOVAL FROM OFFICE OF DIRECTORS**

34.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

34.2 Any person appointed pursuant to paragraph 34.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

34.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

### 35. **VACANCIES ON BOARD**

35.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (d) by notice in writing given to the Secretary resigns from office as a director.
  - (e) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
  - (f) ceases to be a member of the Club.
  - (g) becomes an employee of the Club.
- 35.2 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.
- 35.3 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
36. **GENERAL MEETINGS**
- 36.1 A general meeting of the members of the Club must be held for a proper purpose.
- 36.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 36.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 36.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting;
  - or
  - (ii) at least 100 members who are entitled to vote at the general meeting.
- (b) In this Rule 36.4 the term "the request" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Secretary.

- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 36.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 36.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

#### **NOTICE OF GENERAL MEETINGS**

- 36.5 At least twenty one (21) days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 36.6 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
  - (b) state the general nature of the meeting's business;
  - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 36.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.
- 36.8 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

#### **ANNUAL GENERAL MEETINGS**

- 36.9 The business of the Annual General Meeting shall be as follows:

- (a) to confirm the Minutes of the previous Annual General Meeting; and
  - (b) to receive and consider the reports referred to in Rule 39.3;
  - (c) to declare the results of the election of the Board;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the payment of honorariums (if any);
  - (f) to deal with any other business of which due notice has been given to the members.
- 36.10 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 36.11 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 36.12 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 36.13 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.
- 36.14 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
  - (b) the meeting passes a resolution to remove the auditor from office;
  - (c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

#### **CHAIR AT GENERAL MEETINGS**

- 36.15 The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the Deputy Chairman (as defined in Rule 27.1) shall preside as chairperson of the meeting. If the Deputy Chairman is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

#### **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- 36.16 In accordance with Rule 10, only Life members and Ordinary Senior members are entitled to attend and vote at Annual General Meetings and general meetings of the Club.
- 36.17 A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee of the Club; or
  - (b) vote at any election including an election of a member or of the Board, as the proxy of another person.

- 36.18 Subject to Rule 36.17, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 36.19 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- 36.20 Subject to this Constitution, every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- 36.21 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- 36.22 A demand for a poll may be withdrawn.
- 36.23 At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

### **QUORUM FOR GENERAL MEETINGS**

- 36.24 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 36.25 At a general meeting of the Club (including an Annual General Meeting) forty (40) members present in person and eligible to vote shall be a quorum. For business that deals with the disposal of assets or the sale of land valued in excess of \$1,000,000, 80 full members present in person an eligible to vote shall be a quorum.
- 36.26 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 36.4; or
  - (b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine not exceeding twenty-one (21) days from the date of the meeting.
- 36.27 If at any meeting adjourned pursuant to Rule 36.26 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

### **ADJOURNMENT OF GENERAL MEETINGS**

- 36.28 The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall, if so, directed by the meeting) adjourn the meeting from time to time and from place to place.
- 36.29 No business shall be transacted at any adjourned meeting other than the business left

unfinished at the meeting from which the adjournment took place.

- 36.30 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 36.31 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

## **37. MEMBERS' RESOLUTIONS AND STATEMENTS**

### **MEMBERS' RESOLUTIONS**

- 37.1 Notwithstanding Rules 37.3 to 37.12, individual members may submit items of business and notices of motion that they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 37.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 37.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 37.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least 100 members who are entitled to vote at a general meeting.
- 37.4 The notice must:
- (a) be in writing;
  - (b) set out the wording of the proposed resolution; and
  - (c) be signed by the members proposing to move the resolution.
- 37.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 37.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 37.7 If the Secretary has been given notice of a resolution under Rule 37.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 37.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 37.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 37.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does

not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

37.11 The Club need not give notice of the resolution:

- (a) if it is more than 1,000 words long or defamatory; or
- (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

## **MEMBERS' STATEMENTS**

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

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

37.13 The request must be made by:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least 100 members who are entitled to vote at the meeting.

37.14 The request must be:

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

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

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

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

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

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

37.20 The Club need not comply with the request:

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

## 38. **MINUTES**

38.1 The Club must keep minute books in which it records:

- (a) proceedings and resolutions of general meetings of the Club; and
- (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
- (c) resolutions passed by directors without a meeting.

38.2 The Club must ensure that:

- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

38.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## 39. **ACCOUNTS AND REPORTING TO MEMBERS**

39.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

39.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

39.3 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 report to members in accordance with Division 4 of the Act.

39.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of January immediately prior to the Annual General Meeting:

- (a) the financial report of the Club;
- (b) the directors' report; and
- (c) the auditors' report on the financial report.

## 40. **FINANCIAL YEAR**

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

## 41. **AUDITORS**

41.1 Auditors shall be appointed and their duties regulated in accordance with the Act and the Board shall fix their remuneration.

## 42. **SECRETARY**

42.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the

Registered Clubs Act.

43. **EXECUTION OF DOCUMENTS**

43.1 The Club shall have a Seal.

43.2 The Board must provide for the safe custody of the Seal.

43.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

43.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

44. **NOTICES**

44.1 A notice may be given by the Club to any member either personally, by way of post to the address of the member recorded or by any form of electronic format for that member in the Register of members kept pursuant to this Constitution.

44.2 Where a notice is sent by post or any form of electronic transfer to a member in accordance with Rule 44.1 the notice shall be deemed to have been received by the members:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted or by electronic transfer; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post or received by electronic transfer.

45. **INDEMNITY TO OFFICERS**

45.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

45.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

46. **INTERPRETATION**

46.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

47. **AMENDMENTS TO CONSTITUTION**

47.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and Ordinary Senior members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

