

CORPORATIONS ACT 2001

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

CONSTITUTION

OF

CARNARVON GOLF CLUB LIMITED

ABN 57 000 854 544

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NAME

1. The name of the company (referred to as "the Club") is "Carnarvon Golf Club Limited".

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

"the Act" means the Corporations Act 2001. When any provision of the Act is referred to, that reference is to that provision as modified by any law for the time being in force.

"the Board" means the members for the time being of the Club's Board of Directors.

"By-Law" means and includes regulations.

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

"Constitution" means and includes Rules.

"the Course" means any golf course owned, leased or licensed or managed by the Club from time to time for the use of its members.

"Director" means a member of the Board.

"financial member" means any full member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"full member" means a person who is an Ordinary Member or a life member of the Club.

"General Meeting" includes Annual General Meeting.

"Golf Playing Member" means a member who is entitled under this Constitution or By-Laws to play in Club organised golfing competitions or socially.

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

"month" means calendar month.

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

"officer" means an officer as defined in the Act.

"Ordinary Member" means a member of the Club other than a life member, honorary member, temporary member or provisional member.

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to, that reference is to that provision as modified by any law for the time being in force.

"seal" means the common seal of the Club.

"Secretary" includes Acting Secretary, Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

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

"voting member" means a full member who under this Constitution is entitled to vote on any matter at a General Meeting.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to that construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
5. (a) The "replaceable Rules" contained in the Act are excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
(b) Schedule of Amendments to This Constitution.
6. (a) Unless the context or subject matter otherwise requires:
 - (i) words indicating the male gender include the female gender and vice versa; and
 - (ii) words indicating the singular include the plural and vice versa.
(b) Headings and the index are included for convenience only and do not form part of this Constitution.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

7. The Club is established for the objects set out in this Constitution.
8. (a) The Club is a non-proprietary Club.
(b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
(c) Subject to the provisions of sections 10(1)(j) and 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9. (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
10. (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply 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 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (c) A person under the age of eighteen (18) years must not use or operate poker machines on the premises of the Club.
11. Voting by proxy is not permitted:
- (a) at any election of the Board; or
- (b) at any meeting of the Board or of a committee of the Club; or at any General Meeting.

OBJECTS

12. The objects for which the Club is established are:
- (a) To promote and conduct the game of golf and such other amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient.
- (b) To construct, establish, provide, maintain and conduct such golf courses, playing areas, grounds and facilities as the Board may determine and to construct, provide, establish, furnish and maintain Clubhouses, pavilions and other buildings containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.
- (c) To purchase, hire, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights or privileges or other property whether real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club and to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club.

- (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (e) To raise money by application fees, subscriptions and other charges or levies payable by members and to grant rights and privileges to members.
- (f) To:
- (i) promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sports; and
 - (ii) offer, give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments, provided that no member of the Club or other person will receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club.
- (g) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club.
- (h) To affiliate with Golf NSW, Golf Australia or other sporting associations and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting or controlling golf or other games, sports and pastimes.
- (i) To buy, make, supply, sell, repair and deal in all kinds of apparatus or materials used in connection with golf and any other sports or recreation and all kinds of provisions and refreshments both liquid and solid required or used by the members of the Club or other persons using the Clubhouse, golf course and grounds.
- (j) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (k) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the real or personal property of the Club.
- (l) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee, or become liable for the payment of the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property, both present and future.
- (m) 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 that 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.

(n) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such investments and in such manner as may be deemed fit and from time to time to vary and realise those investments.

(o) To appoint, employ, remove or suspend such managers, clerks, secretaries, contractors and other persons as may be necessary or desirable for the purposes of the Club.

(p) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.

(q) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club, or for any other purpose which may seem directly or indirectly calculated to benefit the Club.

(r) To sell or dispose of the undertaking of the Club, or any part thereof, for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.

(s) To insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of his or her employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claims by reason of any such risk, accident or fidelity, and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club, or the dependants or connections of any of those persons, and to grant pensions and allowances, and to pay premiums or other amounts on such insurance funds, pensions or allowances.

(t) To make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.

(u) To make donations for charitable, benevolent or patriotic purposes.

(v) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act, the Gaming Machines Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a Secretary to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.

(w) To do all or any of the above mentioned things either alone or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agent, contractor, trustee or otherwise.

(x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

13. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

WINDING UP

14. The liability of the members of the Club is limited.
15. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding five dollars (\$5.00).
16. If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

MEMBERSHIP

17. Not less than twenty-five percent (25%) of Full Members of the Club must at all times have the right to vote at the election of the Board.
18. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
19. A person who is under the age of eighteen (18) years will not be admitted to any class of Ordinary Membership except a class of Junior Playing membership.
20. All classes of membership are open to both genders.

21. Unless and until otherwise determined by the Board, the classes of Ordinary Membership are:

- (a) Full Playing Member
- (b) Restricted Full Playing Member
- (c) Playing Member
- (d) Restricted Playing Member
- (e) Senior Full Playing Member
- (f) Senior Playing Member
- (g) Country Member
- (h) Staff Member
- (i) Professional Member
- (j) Junior Playing Member
- (k) Intermediate Playing Member
- (l) Corporate Nominee Member
- (m) Social Member

22. As and from (as the case may be) the date of the adoption of the Special Resolution adopting this Constitution:

(a) Existing members of any existing class of Ordinary Membership may apply for membership of the classes of membership referred to in Rule 21, subject to any Rule of this Constitution including, without limitation, the eligibility requirements of each class of membership contained in Rule 24.

(b) Subject to application by individual existing members (and acceptance of such individual applications by the Board) to the transfer of membership from one class of existing membership to another class of membership contained in Rule 21 in accordance with Rule 22(a), the following shall apply:

(i) Existing Full Members will be transferred to the class of Full Playing Membership;

(ii) Existing Associate Playing Members will be transferred to the class of Playing Membership;

(iii) Existing 6 Day Members will be transferred to the class of Restricted Full Playing membership;

(iv) Existing Midweek Playing Members will be transferred to the class of Restricted Playing Member;

(v) Existing Cadet Members will be transferred to the class of Junior Playing membership;

- (vi) Existing Cadet Associate Members will be transferred to the class of Junior Playing membership;
- (vii) Existing Junior Members will be transferred to the class of Junior Playing membership which will also include existing Cadet Members of both sexes;
- (viii) Existing Junior Associate Members will be transferred to the class of Junior Playing membership;
- (ix) Existing male Colt Members will be transferred to the class of Intermediate Full Playing membership;
- (x) Existing Associate Colt Members will be transferred to the class of Intermediate Playing membership;
- (xi) Professional Members will be transferred to the class of Professional membership;
- (xii) Existing Country/Overseas Members will be transferred to the class of Country membership;
- (xiii) Existing Staff Members will be transferred to the class of Staff membership;
- (xiv) Existing Senior Playing Members will be transferred to the class of Senior Full Playing Members;
- (xv) Existing Senior Associate Playing Members will be transferred to the class of Senior Playing Members.

23. The persons whose names at the date of the special resolution adopting this Constitution are entered in the Club's Register of Members and other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.

ORDINARY MEMBERSHIP

24. Subject to any By-Laws passed from time to time by the Board, the requirements for election to the following classes of Ordinary Membership and the playing rights of each class are:

(a) Full Playing Member

A person who has attained the age of eighteen (18) years and who is elected as a Full Playing member of the Club or who is transferred by the Board from another class of Ordinary Membership to Full Playing membership of the Club. Full Playing members shall be entitled to all social privileges of the Club including the right to:

(i) play social golf on any day on which social golf is permitted and outside of competition times on other days; and

(ii) to play in organised competitions on any day except gender specific events (subject to any by-laws passed from time to time by the Board) where the member is not the gender specified for the event.

(b) Restricted Full Playing Member

A person who has attained the age of eighteen (18) years and who is elected to

Restricted Full Playing membership or who is transferred by the Board from another class of Ordinary Membership to Restricted Full Playing membership. Restricted Full Playing members shall be entitled to all social privileges of the Club including the right to:

- (i) play social golf on any day on which social golf is permitted and outside of competition times on other days; and
- (ii) to play golf in organised competitions except:
 - (a) Saturdays; and
 - (b) Gender specific competitions, where the member is not the gender specified for the event. On Saturdays the entitlement to play in organised competitions will be in accordance with any by-laws passed from time to time by the Board.

(c) Playing Member

A person who has attained the age of eighteen 18 years and who is elected by the Board as a Playing Member or who is transferred by the Board from another class of Ordinary Membership to Playing membership. Playing Members shall be entitled to all social privileges of the Club including the right to:

- (i) play social golf on any day on which social golf is permitted and outside of competition times on other days; and
- (ii) to play in organised competitions on any day except:
 - (a) Tuesdays and Saturdays; and
 - (b) Gender specific events (subject to any by-laws passed from time to time by the Board), where the member is not the gender specified for the event.

(d) Restricted Playing Member

A person who has attained the age of eighteen (18) years and who was elected by the Board as a Restricted Playing Member or who was transferred by the Board from another class of Ordinary Membership to Restricted Playing membership. Restricted Playing Members shall be entitled to all social privileges of the Club including the right to:

- (i) play social golf on any day on which social golf is permitted and outside of competition times on other days; and
- (ii) to play in organised competitions except:
 - (a) Saturdays and Sundays; and
 - (b) Gender specific events where the member is not the gender specified for the event.

On other days the entitlement to play in organised competitions will be in accordance with any by-laws passed from time to time by the Board and gender requirements of the events.

(e) Senior Full Playing Member

Any person who has been a Full Playing member of the Club for twenty (20) years continuously and who has reached the age of sixty (60) years will be classified as a Senior Full Playing member. A member seeking the benefit of this class of membership must submit an application in writing to the Secretary together with satisfactory proof of age. The annual subscriptions applicable to Senior Full Playing Membership will be:-

In the case of all persons who were Ordinary Members on or before 11 April 2001 and who have not at any subsequent time ceased to be Ordinary Members, will pay annual subscriptions which are equivalent to six tenths of the annual subscriptions then applicable to Full Playing Membership (rounding to the next whole dollar).

In the case of all persons who are elected as Ordinary Members (either for the first time, or for a subsequent time in the case of those persons who have previously ceased to be Ordinary Members) after 11 April 2001, annual subscriptions which are determined by the Board from time to time.

Senior Full Playing members shall enjoy the same rights as Full Playing Members.

(f) Senior Playing Member

Any person who has been a Playing Member of the Club for twenty (20) years continuously and who has reached the age of sixty (60) years will be classified as a Senior Playing Member. A member seeking the benefit of this class of membership must submit an application in writing to the Secretary together with satisfactory proof of age. The annual subscriptions applicable to Playing Membership will be:-

In the case of all persons who were Ordinary Members on or before 11 April 2001 and who have not at any subsequent time ceased to be Ordinary Members, will pay annual subscriptions which are equivalent to six tenths of the annual subscriptions then applicable to Playing Membership (rounding to the next whole dollar).

In the case of all persons who are elected as Ordinary Members (either for the first time, or for a subsequent time in the case of those persons who have previously ceased to be Ordinary Members) after 11 April 2001, annual subscriptions which are determined by the Board from time to time.

Senior Playing Members shall enjoy the same rights as Playing Members.

(g) Country Member

Country and Overseas playing members are persons who have attained the age of eighteen (18) years and whose usual place of residence is beyond a radius of one hundred and fifty (150) kilometres from the Clubhouse and who are elected to or transferred by the Board from another class of Ordinary Membership to Country/Overseas Playing membership of the Club. Any member so elected or transferred will be entitled to use the Club's premises and the Course for those

periods determined by the Board from time to time but not in excess of twelve (12) competition rounds per annum.

(h) Staff Member

Staff members shall be employees of the Club who are elected to Staff membership of one of the preceding categories of Ordinary Membership of the Club.

Staff members who cease to be employees of the Club shall cease to be Staff members of the Club but may at the discretion of the Board be transferred to another class of Ordinary Membership of the Club.

Staff members shall pay the same subscription as other members in the class to which they have been elected and shall enjoy the same privileges with the exceptions that they shall not be permitted to vote at Annual General Meetings or General Meetings or to vote at Annual Elections or to be members of the Board or to nominate any member for election to the Board.

(i) Professional Member

A person who has attained the age of eighteen (18) years, who is a member of the PGA or LPGA who is elected by the Board as a Professional Member or who is transferred by the Board at the person's request from another class of Ordinary Membership to Professional membership. A Professional Member shall be entitled, subject to any determination from time to time of the Board, to participate in any event conducted by the Club but shall not be entitled to win any prize in any Club event defined in the Club's Fixture Book (as amended from time to time) as a major event or an event the winner of which whose name will be displayed on any Honour Board in the Clubhouse.

(j) Junior Playing Member

Persons who have attained the age of twelve (12) years but who are under the age of eighteen (18) years and who are elected by the Board to Junior Playing membership of the Club. At its discretion, the Board may admit to this class of membership a person who has attained the age of ten (10) years and who displays exceptional golfing talent as assessed by the Captain, Vice-Captain and at least one other member of the match committee.

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

Junior Playing members who are under the age of eighteen (18) years are permitted to use only those licensed areas of the Club for which an authority under Section 22 or Section 22A of the Registered Clubs Act is in force and shall not be served with or consume alcohol or tobacco in the Club, nor play poker machines in the Club.

Upon attaining the age of eighteen (18) years Junior Playing members will be transferred or elected to another class of Ordinary Membership of the Club. The Board may pass by-laws allowing a person who has been a Junior Member for a continuous period of up to six (6) years to be elected or transferred to Full

Playing membership, Restricted Full Playing membership, Playing membership or Restricted Playing membership rather than being transferred or elected to Intermediate Playing membership.

(k) Intermediate Playing Member

A person who has attained the age of eighteen (18) years but who is under the age of twenty four (24) years and who is transferred by the Board to Intermediate Playing membership. An Intermediate Playing Member shall be entitled to those privileges as the Board from time to time determines but shall not be eligible to hold office, nominate persons for membership or for office nor shall he or she take part in the management of the Club. Upon attaining the age of twenty four (24) years, an Intermediate Playing Member will be transferred to another class of Ordinary Membership.

(l) Corporate Nominee Member

A person who has attained the age of eighteen (18) years and who is nominated by a corporation or other organisation approved by the Board, who is proposed for election to membership and who is elected to membership of the Club by the Board in accordance with this Constitution as a Corporate Nominee Member, or a replacement Corporate Nominee Member who is proposed for election and who is elected as a Corporate Nominee Member in accordance with this Constitution, entitling such member to those playing rights and social privileges as the Board from time to time determines. A Corporate Nominee Member will not be eligible to attend or vote at General Meetings of members of the Club or to stand for election to the Board.

(m) Social Member

Social members shall be persons who have attained the age of eighteen (18) years and who are elected to or transferred by the Board from another class of Ordinary Membership to Social membership of the Club. Social members are entitled to all privileges of the Clubhouse and to entertain their guests but are not entitled to use the golf course except for social golf on payment of the appropriate fee.

LIFE MEMBERSHIP

25. (a) Life Members are members who have rendered outstanding service to the Club and who may from time to time be elected as Life Members of the Club.
- (b) A member proposed for Life membership shall be nominated and seconded in writing by voting members to the Board. Provided at least six (6) members of the Board are present at a meeting of the Board which considers the nomination and at least two-thirds of those Board members present and voting by secret ballot at the meeting support the nomination for Life membership, the nomination shall be referred to the next Annual General Meeting for approval by members entitled to vote. A member shall be elected to Life membership following a special resolution carried by a three-fourths majority of those members present and voting at the Annual General Meeting at which their nomination is voted upon.
- (c) 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 Full Playing Members or Playing Members as the case may be.

(d) Not more than two (2) members shall be made Life members in any one financial year and there shall not be more than ten (10) Life members at any one time.

RIGHTS OF MEMBERS

26. (a) Financial Full Playing Members, financial Restricted Full Playing Members (who qualify under this Constitution to vote at elections of the Board), financial Playing Members (who qualify under this Constitution to vote at elections of the Board), financial Restricted Playing Members (who qualify under this Constitution to vote at elections of the Board) and financial Life Members will be entitled:

(i) to attend and to vote on all matters at General Meetings (subject to Rule 105); and

(ii) to vote at the election of the Board.

(b) The following members will be entitled to propose or second a member for election to the Board, stand for election to the Board, to speak for or against or vote on any special resolution to amend this Constitution:

(i) Financial Full Playing Members; and

(ii) Financial Senior Full Playing Members; and

(iii) Financial Restricted Full Playing Members who have been a member of that class for not less than one (1) year; and

(iv) Financial Playing Members; and

(v) Financial Senior Playing members; and

(vi) Financial Restricted Playing Members who have been a member of that class for not less than one (1) year; and

(vii) Life Members.

(c) Social Members will be entitled to vote at the election of the Board and may attend General Meetings including the Annual General Meeting for that purpose but are not entitled to:

(i) propose or second a member for election to the Board; or

(ii) stand for election to the Board; or

(iii) vote on any matter at a general meeting or Annual General Meeting except for voting in the election of the Board,, on directors honorariums and on any other matter where otherwise permitted or required by law.

27. Each member who is entitled to vote has one vote.

28. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-Law or otherwise.

(b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to

time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:

- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
- (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERSHIP

29. The following persons may be admitted as 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 or local dignitary visiting the Club for some special occasion.

30. (a) The Board may exempt Honorary Members from any obligation or liability with respect to the payment of entrance fees and subscriptions.

(b) Honorary Members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Honorary Members are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.

(d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:

- (i) the name in full, or the surname and initials, 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 MEMBERSHIP

31. The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time:

(a) a person whose ordinary place of residence in New South Wales as the Board may determine by By-Law;

(b) a full member (as defined in the Registered Clubs Act) of any other 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 or any interstate Club (as defined in the Registered Clubs Act) who, at the invitation of the Board 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 the person so attends the premises of the Club until the end of that day (subject to such persons paying any competition fees as may be determined by the Board from time to time);

(d) an interstate or overseas visitor.

32. (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.

(b) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Temporary members are not entitled to introduce guests into the Club or attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.

(d) A person under the age of eighteen (18) years will not be admitted as a temporary member other than pursuant to Rule 31(c).

(e) When a temporary member (other than a temporary member admitted pursuant to Rule 31(c) first enters the Club's premises on any day; the following particulars must be entered in the Club's Register of Temporary Members;

- (i) the name in full, or the surname and initials, of the temporary member; and
- (ii) the residential address of the temporary member; and
- (iii) the date on which temporary membership is granted; and
- (iv) the signature of the temporary member.

PROVISIONAL MEMBERSHIP

33. (a) At the discretion of the Board a person may be admitted to provisional membership of the Club, as defined in the Registered Clubs Act, pending the Board's decision in relation to his or her application for Ordinary Membership. The requirements for admission to provisional membership are:
- (i) the person has applied for a class of Ordinary Membership on the Club's nomination form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Should a person who is admitted as a provisional member not be elected to Ordinary Membership of the Club within six (6) weeks from the date of depositing the nomination form at the office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a provisional member. The joining fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of Ordinary Membership applied for.
- (d) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Provisional members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

GUESTS

34. (a) Other than those members under the age of eighteen (18) years, members will have the privilege of introducing guests to the Club. However, a temporary member may only introduce (but not sign in) a guest who is under the age of eighteen (18) years and in relation to whom the temporary member is a responsible adult.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-Law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member will be responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-Laws from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club. For example, the By-Laws may prescribe the maximum number of times each member may introduce a guest or the maximum number of guests whom each member may introduce.

(e) A guest must at all times remain in the reasonable company of the member who introduced that guest. In the case of a guest of a temporary member, that person must remain in the company and immediate presence of the temporary member.

(f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.

(g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.

(h) On each occasion on any day on which a person of or above the age of eighteen (18) years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:

(i) the name in full, or the surname and initials of the given names, of the guest;

and

(ii) the residential address of the guest; and

(iii) the date of that day; and

(iv) the signature of that member.

(i) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

ELECTION OF MEMBERS

35. A person must not be admitted as an Ordinary Member of the Club unless that person is elected to membership at a meeting of the Board or of a duly appointed committee, the names of those Board or committee members present and voting at that meeting being recorded by the Secretary. Subject to any period of provisional membership approved by the Board, membership commences once the Board or duly elected Membership Sub-Committee approves the membership and the appropriate membership and subscription fee has been paid.

36. Nominations of candidates for Ordinary Membership must be proposed and seconded as follows:

(a) Subject to this Rule, a candidate for membership of the Club will be proposed by one and seconded by another of any of the following members:

(i) financial Full Playing Member, financial Restricted Full Playing Member, financial Playing Member, financial Restricted Playing Member provided any such members must have been members of the Club for a minimum period of twelve (12) months at the time of proposing or seconding the nomination for membership; and

(ii) Life Member, Senior Full Playing Member and Senior Playing Member.

(b) The nomination of a candidate for membership of the Club who is under the age of eighteen (18) years may only be proposed and seconded in accordance with this Rule by members who have themselves attained the age of eighteen (18) years or more.

- (c) A candidate for membership as a Corporate Nominee Member must be nominated by a corporation or other organisation (“the corporation”) approved by the Board and must be proposed for election to membership in accordance with this Constitution. The Board will cause the name of a candidate for Corporate Nominee membership of the Club to be displayed on the Notice Board for not less than one (1) month and thereafter the Board may elect the nominee as a Corporate Nominee Member. The membership of such member will be cancelled upon cancellation of or pursuant to the relevant agreement between the Club and the corporation or the expiration of the membership, whichever is earlier. The corporation may nominate another person to replace a Corporate Nominee Member nominated by it and upon receipt of a written request by the corporation, the Board may terminate that Member’s Corporate Nominee membership and, subject to the replacement Corporate Nominee Member being proposed for membership in accordance with this Constitution, elect to membership the replacement Corporate Nominee Member nominated by the corporation.
37. (a) Every application for Ordinary Membership must be on a nomination form approved by the Board.
- (b) The nomination form will contain those particulars which the Board may determine from time to time. The nomination form will as a minimum include the full name, date of birth, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Club's Constitution.
- (c) The nomination form must be signed by the proposer, seconder and candidate.
- (d) The appropriate joining fee (if any) and subscription must be lodged with the nomination form.
- (e) The Secretary must cause the name and suburb of the candidate to be displayed on the Club noticeboard or in some other conspicuous place in the Clubhouse for a continuous period of not less than seven (7) days before referral of the application to the Board for consideration.
- (f) An interval of at least fourteen (14) days must elapse between the proposal of a candidate for election and the candidate's election.
- (g) The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the joining fee (if any) and subscription lodged with the application.
- (h) A majority of two-thirds of the members of the Board present and voting at an election for membership is required for a nomination for election to membership to be approved.
- (i) The Board has power to make By-Laws regulating all matters in connection with the election of a member not otherwise provided for in this Constitution.
38. When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-Laws from time to time in force.

TRANSFER OF MEMBERSHIP

39. (a) The Board may, at its discretion, on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary Membership to another class of Ordinary Membership. The Board may, if thought appropriate, make an adjustment in the joining fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.
- (b) The Board may appoint a committee to exercise the Board's powers in relation to the transfer of membership.

JOINING FEES, SUBSCRIPTIONS AND LEVIES

40. Membership subscriptions must be paid annually in advance or may, if the Board so approves, be paid by instalments in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not specifically provided for in this Constitution.
41. (a) The Board will from time to time prescribe the joining fees, subscriptions, charges and other amounts payable by members of the Club. However, the amount payable by Ordinary Members must not be less than five dollars (\$5) per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board may at any time impose a levy upon all or on any of the classes of members or upon any individual member in any amount and upon such terms as to payment by the member or repayment (if any) by the Club as the Board may think fit. In the event that any amount due under this sub-Rule has not been paid within one (1) month of the due date, all rights and privileges of a defaulting member as a member of the Club shall thereupon be suspended until payment is made and without prejudice to the Club being entitled to take action for the recovery of any such amount.
42. The Board may at any time or times suspend or reduce the payment of joining fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the joining fee chargeable to any member under any special circumstances that may arise. The Board may from time to time determine that the joining fee chargeable to members generally (or in individual cases under any special circumstances that may arise) may be paid by instalments over a period of a year or years.
43. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 14 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default 14 days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.

ADDRESSES OF MEMBERS

44. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

45. The Club will keep the following registers pursuant to the Registered Clubs Act:
- (a) a register of persons who are full members of the Club, which sets out the name in full, the occupation and address of each full member and, if the member is an Ordinary Member, the date on which that member last paid the fee for membership of the Club; and
 - (b) a register of persons who are honorary members; and
 - (c) a register of persons who are temporary members; and
 - (d) a register of persons of or above the age of eighteen (18) years who enter the Club's premises as guests of members.

DISCIPLINARY PROCEEDINGS

46. (a) The Board has the power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel, or accept the resignation of any Full Member and to remove the person's name from the Register of Members if, in its opinion, that member;
- (i) has refused or neglected to comply with any provision of the this Constitution or of the By- laws; or
 - (ii) is guilty of any conduct prejudicial to the interests of the Club; or
 - (iii) is guilty of any conduct which is unbecoming of a member; or
 - (iv) is guilty of any conduct, which renders the member unfit for membership.
- (b) The Board shall comply with the following procedure when exercising its powers under Rule 46 paragraph (a);
- (i) The Secretary will cause any complaint or allegation against a member falling within Rule 46 (a) to be investigated and in so doing obtain such statements and/or evidence available, which may prove or disprove the charge against the member;
 - (ii) On investigation, should the Board consider the member has a charge to answer, the member shall be notified of any such charge against that member pursuant to this Rule. The notice must be in writing to the member at least seven (7) clear days before the meeting of the Board at which such charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties should the member be found guilty. Such written notice may be forwarded to the member either electronically or by mail and shall advise the name of the complainant.
 - (iii) The member charged is entitled to attend the meeting, and any subsequent meeting/s, with an observer of their choice for the purpose of answering the charge or alternatively may answer the charge in writing, and is entitled to call witnesses in his or her defence.
 - (iv) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a two-thirds majority of the Directors present vote in favour of that resolution.

(v) If the member fails to attend the meeting, the Board may hear the charge in his/her absence. In so doing, the Board must have regard to any representations made to it in writing by the member charged.

(vi) After the Board has considered all the evidence for and in defence of the charge, it must come to a decision as to the member's guilt or innocence. Once a decision of guilt or innocence is determined, the Board must if the member is present at the meeting inform the member of its decision. If the member is not present, the member is to be informed of the decision in writing either electronically or by mail within seven (7) days. The written notification to the member shall inform the member of their right to address the Board in respect to the determination and/or penalty either personally at a further meeting or in writing.

(vii) If having attended the meeting, the member charged shall be given further opportunity at the meeting to address the Board in relation to the penalty applied to the charge of which the member has been found guilty.

(viii) On following the procedures set out in Rule 46, any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision to any person other than the person charged or subject to an appeal as mentioned in Rule 46 (i).

(c) In the event that a notice of charge is issued to a member pursuant to Rule 46 (b) (ii), the Board has the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. In any case of urgency the President or the Captain of the Club may suspend the member alleged to have committed the breach of conduct complained of, and during the period of suspension such member shall not be entitled to the rights and privileges attaching to membership. Notice of an immediate suspension imposed by the Board on a member shall be notified in writing, either electronically or by mail.

(d) Pursuant to Rule 46 (c) the President (or Vice-President assuming the office of President) or Captain (or Vice-Captain assuming the office of Captain) on suspending a member shall report his or her action forthwith to the Secretary/General Manager or Chairman of the Board for the immediate action of the Board as set out in this Rule.

(e) The Secretary/General Manager (or in his/her absence the duty supervisor or in his/her absence a Club employee on duty) has the power to remove from the Club (Club includes golf course) and temporarily suspend a member:

(i) who in the opinion of the Secretary/General Manager, duty supervisor or Club employee on duty is then intoxicated, violent, quarrelsome or indecent; or

(ii). whose presence on the premises of the Club in the opinion of the Secretary/General Manager, duty supervisor or Club employee on duty may render the Club liable to a penalty under the Registered Clubs Act; or

(iii) who has engaged or used any part of the Club for an unlawful purpose; or

(iv) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member.

(f) Any such removal and temporary suspension shall be investigated as set out in Rule 46 (b) (i).

(g) The Secretary/General Manager, duty supervisor or Club employee on duty who has exercised the power referred to in Rule 46 (e) must make a written report to the Board within twenty four (24) hours of the date of the removal and temporary suspension of the member. The report must set out the facts, matters and circumstances giving rise to the removal and temporary suspension.

(h) Any temporary suspension of a member by the Secretary/General Manager, duty supervisor or Club employee on duty pursuant to Rule 46 (e) will continue until further notice is given to the member pursuant to Rule 46 (b) (ii).

(i) A member so excluded from the Club may within seven (7) days after notice in writing of his exclusion, appeal by notice in writing to the Secretary from the decision of the Board, to a General Meeting of the Club which shall thereupon be convened by the Board to be held within one (1) month after such notice of appeal. Pending the decision of the Board on any such matter aforesaid or the result of any such appeal, the Board or in any case of urgency the President or the Captain of the Club may suspend the member alleged to have committed the breach of conduct complained of, and during such suspension the suspended member shall not be entitled to the rights and privileges attaching to membership. In the case of an appeal as aforesaid to a General Meeting of the Club the members present and voting at such meeting shall by a majority have power to annul the exclusion of the member so excluded or to annul the same subject to such conditions as the meeting shall think fit to approve or to confirm the exclusion of the member so excluded or increase the penalty.

RESIGNATION AND CESSATION OF MEMBERSHIP

47. (a) A member may at any time by giving notice in writing to the Club resign from membership of the Club. The member's resignation will take effect from the date on which it is received by the Club.

(b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, neglecting to pay the joining fee or subscription, or for any other reason) will upon and by reason of that cessation of membership forfeit all rights as a member of the Club. However, the person will remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.

(c) When a person ceases to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members.

THE BOARD

48. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of nine (9) Directors, consisting of the President, Vice-President, Captain and six (6) Ordinary Directors.
49. A person will not be elected or hold office as a member of the Board unless that person is a :
- (a) financial Full Playing Member; or
 - (b) financial Restricted Full Playing Member who has been a member of that class for not less than one (1) year; or
 - (c) financial Playing Member; or
 - (d) financial Restricted Playing Member who has been a member of that class for not less than one (1) year; or
 - (e) Life Member, Senior Full Playing Member and Senior Playing Member.

AND

- (f) Has provided a Statutory Declaration to the effect that the person:
 - (i) is not an undischarged bankrupt; and
 - (ii) has not executed a deed of arrangement under Part X of the Bankruptcy Act; and
 - (iii) is not disqualified from managing a corporation under the Corporations Act; and
 - (iv) is not disqualified from being a director of a registered club pursuant to any order or declaration made by any Court or tribunal or by the Independent Liquor and Gaming Authority; and
 - (v) has not been convicted of any fraud or convicted of an offence against an Australian law or any other law in connection with the promotion, formation or management of a body corporate or corporation.
50. A member is ineligible to be nominated for election to the Board if that member:
- (a) is currently under suspension at the date of election or appointment to office or holding of office on the Board; or
 - (b) has at any time been convicted of an indictable offence; or
 - (c) has not complied with the requirements of Rule 49(f).
51. A member who is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of the suspension. A member who already holds office as a Director and is suspended will be able to perform only the duties of a Director until

his or her term of office expires and will not be able to enjoy the benefits of membership whilst suspended.

52. (a) The Directors' terms of office will be for a period of two (2) years or until the conclusion of the next electoral Annual General Meeting after that at which they were elected when they will retire.
- (b) The Directors holding office at the date of the special resolution adopting this Constitution will continue to hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire.
- (c) A retiring Director will (subject to this Constitution) be eligible for re-election.

ELECTION OF THE BOARD

53. The Board shall consist of a President, a Vice President, a Captain and six (6) other Directors.
54. (a) The Board shall be elected biennially at an election held in accordance with these Rules by declaration of a poll held either at the Meeting or prior to the Annual General Meeting as provided for in Rules 55(d)(iii) and 55(d)(iv). The first election under this Constitution will be at the 2014 Annual General Meeting with future elections every two (2) years after the initial election.
55. (a) Within one (1) calendar month of the close of the financial year of an electoral Annual General Meeting the Secretary shall affix to the Club Notice Board notifying members of the date of the Annual General Meeting and the closing time for nominations for candidates for election to the Board which will be at 6.00 p.m. on that day which is fourteen (14) clear days prior to the date of the Annual General Meeting.
- (b) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) financial members of the Club of the categories specified in Rule 26(b) and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary by the closing time for nominations. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall post notification of each nomination on the Club Notice Board forthwith after each nomination is received.
- (c) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of these Rules the order of seniority of offices shall be:-

FIRSTLY: PRESIDENT
SECONDLY: VICE PRESIDENT
THIRDLY: CAPTAIN
FOURTHLY: FINANCE DIRECTOR
FIFTHLY: DIRECTORS

- (d) (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the relevant Annual General Meeting.
- (ii) If insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the Meeting for the vacancies then remaining. If only one (1) candidate is nominated for any such vacancy then that candidate shall be declared elected at that meeting. If more than one (1) candidate is nominated for any such vacancy an election by ballot for such vacancy remaining shall be held in accordance with paragraph (iii) of this Rule.
- (iii) If the number of candidates nominated shall exceed the number required to be elected, a ballot using the "first past the post" system shall be taken at a place and at times set down by the Board. The ballot shall be counted by a Returning Officer and at least two (2) scrutineers. A candidate for any position shall not be appointed as Returning Office or scrutineer. In the event of an equality of votes in favour of two (2) or more candidates the situation will be determined by a draw from the hat. The procedure to be followed will require the names of the candidates to be written on similarly sized slips of paper which shall then be folded, placed in a container and offered to a neutral person to extract one paper slip.
- That slip will be given to the Returning Officer who will declare the candidate recorded on that slip as the successful candidate.
- (iv) The Board may make By-laws not inconsistent with these Rules to regulate the conduct of the nomination and election of candidates to the Board and for the conduct of balloting procedures.
- (e) The Board will elect one (1) of the directors to the position of Vice Captain.

POWERS OF THE BOARD

56. The Board is responsible for the management of the Club's business and affairs.
57. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required by the Club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of those Directors or full members of the Club as it thinks fit and may revoke that delegation.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as it thinks fit.

- (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the Club's affairs 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.
- (d) To determine who will 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.
- (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (f) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it thinks fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
- (g) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (h) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested, to define and limit the persons eligible for membership of any section or committee, to fix or approve a supplementary subscription or a charge for membership of any section or committee, and to terminate or change the composition of any section or committee.
- (i) To set the joining fees, subscriptions, levies, charges and other amounts payable by members of the Club.
- (j) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (k) To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (l) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.
- (m) Subject to any requirements of the Registered Clubs Act in force from time to time relating to the disposal of land by Clubs, to sell, exchange or otherwise dispose of any land and buildings, furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club including to exchange or sell any of the lands and buildings or other property or

rights to which the Club may be entitled from time to time. In any event, no sale of land shall occur without the approval in General Meeting of members entitled under Rule 26(a) to vote at General Meetings.

58. The Board has power to enforce the observance of all By-Laws in accordance with the disciplinary proceedings provisions of this Constitution.
59. Any By-Law made under this Constitution comes into force and has the full authority of a By-Law of the Club on being posted on the Club noticeboard.

SECTIONS AND COMMITTEES

60. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on those terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
61. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
62. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
63. Subject to the Board's absolute control and supervision, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). Each section or committee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.
64. The constitutions and By-Laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by a resolution of the Board.
65. A committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of two (2) or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless the Board prescribes otherwise.
66. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

67. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each month. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
68. 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.
69. The President is entitled to preside as the chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, the Vice-President will be entitled to preside as the chairman. If the Vice-President is not present or being present is unwilling or unable to act, the Directors present may elect their own chairman.
70. The quorum for a meeting of the Board is five (5) Directors.
71. The President (or, in his or her absence, the Vice-President) may call a meeting of the Board at any time. The Secretary must call a meeting of the Board upon the request of not less than three (3) Directors.
72. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. In the event of an equality of votes, the chairman of the meeting will have a second vote in addition to a first vote.
73. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
74. (a) The Board may pass a resolution without a meeting of the Board 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. The resolution will be as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
(b) Resolutions may be passed by electronic approval of a majority of the Board.
75. (a) A Director must in accordance with sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
(b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
(c) Without limiting the application of section 191(2) of the Act, paragraph (b) does not apply to an interest:

- (1) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (2) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is considered at a meeting of the Board:
- (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (1) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (2) the Australian Securities and Investments Commission has declared or ordered in accordance with section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- (f) Sections 41C (disclosure of a material personal interest in a matter that relates to the affairs of the Club), 41D (disclosure of a financial interest in a hotel), 41E.(disclosure of a gift from a body affiliated with the Club) and 41F (disclosure of a gift from a person or organisation with a contract with the Club) of the Registered Clubs Act apply to each Director.

VACANCIES ON THE BOARD

76. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least two (2) months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her place. The member so appointed will hold office only until the conclusion of the next electoral Annual General Meeting.
77. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies; or
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act; or
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club; or
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt

- with in any way under the law relating to mental health; or
- (e) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board; or
- (f) by notice in writing given to the Club, resigns from office; or
- (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act; or
- (h) becomes an employee of the Club; or
- (i) ceases to hold a qualification by which that person was appointed to or elected to office; or
- (j) is convicted of an indictable offence or is made bankrupt; or
- (k) ceases to be a financial member; or
- (l) ceases to be a full member; or
- (m) does not accede to a Criminal History Check or is disqualified as a result of such a check; or
- (n) does not otherwise comply with the requirements of Rule 49.

78. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy subject to the requirements of Rule 49. The member so appointed will hold office only until the conclusion of the next relevant Annual General Meeting.

In the event that the position of President becomes vacant during his term of office the Vice President shall assume the position of President. Similarly if the position of Captain becomes vacant the Vice Captain shall take office.

79. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

80. A general meeting known as the Annual General Meeting will be held at least once in every calendar year at such date, time and place as the Board may determine, but within five (5) months of the end of the Club's financial year. All general meetings other than Annual General Meetings will be known as General Meetings.
81. (a) The Board may whenever it thinks fit call a General Meeting.
- (b) Not less than five percent (5%) of the members of the Club or one hundred (100) members of the Club (whichever is the lesser) who have a right to vote at General Meetings, may request the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:
- (i) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the office; and

(ii) 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; and

(iii) if the Board does not within twenty one (21) days from the date of deposit of the request duly proceed to call the meeting to be held not later than two (2) months after the deposit, members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting.

(4) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than three (3) months from the date of deposit of the request.

82. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least twenty one (21) days written notice specifying the date, time and place for the meeting. The Club's Auditor must also receive notice of the meeting.

(b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.

(c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

83. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:

(a) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or one hundred 100 members of the Club (whichever is the lesser) who are present and entitled to vote; and

(b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than thirty (30) members of the Club who are present and entitled to vote.

84. (a) If the required quorum is not present within thirty (30) minutes from the time appointed for any General Meeting, the meeting:

(i) if called upon the request of members will be dissolved; or

(ii) in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the Board specifies.

(b) If the required quorum is not present at the resumed meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

85. The business of any Annual General Meeting may include:
- (a) confirmation of the minutes of the previous General Meeting;
 - (b) receipt and consideration of the reports prescribed by section 317 of the Act;
 - (c) election (if required) of the Board;
 - (d) appointment (if required) of the Auditor;
 - (e) any business of which due notice has been given;
 - (f) any business approved by the meeting.
86. The President is entitled to preside as the chairman at any General Meeting. If the President is not present within fifteen (15) minutes after the appointed time for the meeting or being present is unwilling or unable to act, the Vice-President will be entitled to preside as the chairman. If the Vice-President is not present within fifteen (15) minutes after the appointed time or being present is unwilling or unable to act, the Directors present will elect a Director to preside as the chairman. If a Director is not present within fifteen (15) minutes after the appointed time or being present is unwilling or unable to act, the members present will elect one of their number to preside as the chairman.
87. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote with the exception of a tied vote on election to the Board.
- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) Vote any election of, or of a member of, the Board
- as the proxy of another person.
88. At a General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
89. (a) If a poll is demanded at a General Meeting, the poll must be taken in that manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn; or

- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and that determination made will be final and conclusive.
90. (a) The chairman of a General Meeting at which a quorum is present may with the consent of the meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (b) No business will be transacted at any resumed meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at any resumed meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- (d) When a meeting is adjourned, new notice of the resumed meeting is required only if the meeting is adjourned for one (1) month or more. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.
- (e) Minutes of all resolutions and proceedings at General Meetings shall be prepared and displayed on the Club's Notice Board within one (1) week of the Meeting and provided there are no objections to their correctness within one month they shall be entered in a book provided for the purpose. Any unresolved objections to the correctness of the draft minutes shall be brought to the attention of the next succeeding General Meeting. After correction (if necessary) such minutes will be confirmed at that next succeeding General Meeting and then signed by the Chairman of that meeting. Minutes so signed shall be prima facie evidence of the proceedings to which they relate.

FINANCIAL RECORDS AND AUDIT

91. The Board must cause written financial records to be kept with respect to the Club's financial affairs in accordance with the Act and the Registered Clubs Act.
92. The financial records will be kept at the office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records.
93. The Club must, within four (4) months after the end of the Club's financial year or not less than twenty one (21) days before each Annual General Meeting (whichever is the earlier), make available to each member of the Club, but subject to Part 2M.3 of the Act, either:
- (a) a copy of the financial report , a copy of the directors' report and a copy of the auditor's report required under Part 2M.3 of the Act; or
 - (b) a copy of the concise report that complies with Part 2M.3 of the Act.

94. The Club's financial year will commence on the first day of February and end on the last day of January in each year or such other period as having regard to the Act , the Board may determine.
95. The Club will appoint an Auditor in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act and remuneration will be fixed by the Board.

SECRETARY

96. At any one time there shall only be one Secretary of the Club who shall be appointed by the Board. Unless otherwise determined by the Board the Secretary shall hold the Certificate of Registration of the Club under the Registered Clubs Act and shall be the Chief Executive Officer of the Club for the purposes of that Act. .

EXECUTION OF DOCUMENTS

97. The Board must provide for the safe custody of the seal.
98. (a) 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:
- (i) The President and one (1) Director; or
 - (ii) The President and the Secretary.
- (b) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- (i) The President and one (1) Director; or
 - (ii) The President and the Secretary.
99. The Club may only fix the seal to a document after a resolution of the Board to that effect.

NOTICES

100. The Club may give a notice to any member either:
- (a) personally; or
 - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
101. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:
- (i) in the case of a notice of meeting, on the day following that on which the notice was posted; or

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

(c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

102. If a member has an address outside Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted on the Club noticeboard will be deemed to be notice to the member at the expiration of twenty four (24) hours after it is posted.

INDEMNITY TO OFFICERS

103. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

(i) a liability owed to the Club or a related body corporate; or

(ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or

(iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

(b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:

(i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or

(ii) in defending or resisting criminal proceedings in which the person is found guilty; or

(iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or

(iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

(c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:

(i) conduct involving a wilful breach of duty in relation to the Club; or

(ii) a contravention of sections 182 or 183 of the Act.

COPY OF CONSTITUTION

104. The Club will provide access to a copy of the Constitution to any Ordinary Member within seven (7) days if that member asks the Club, in writing, for a copy and, if required by the Club, pays a fee (up to the fee prescribed by the Act).

AMENDMENTS TO CONSTITUTION

105. This Constitution may only be amended by a resolution which is proposed as a special resolution and passed by a three-quarters majority of financial members, as specified in Rule 26(b), being present and voting at a General Meeting.