

# Constitution

BEVERLEY PARKGOLFCLUB  
LIMITED  
ABN 60 000 051 383

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

87A JUBILEE AVENUE  
BEVERLEY PARK NSW 2217

12<sup>th</sup> AUGUST 2015

## TABLE OF CONTENTS

<b>PART I – PRELIMINARY</b> .....	1
1. Name of company .....	1
2. Definitions and Interpretation .....	1
3. Preliminary .....	3
4. Limited liability .....	3
5. Objects of the Club .....	3
6. Income and property of the Club .....	4
7. Amendment of this Constitution .....	4
8. Liquor and gaming .....	5
<b>PART II – MEMBERSHIP</b> .....	6
9. Membership .....	6
10. Categories of Membership .....	6
11. Eligibility for various categories of Membership .....	6
12. Life Members .....	8
13. Honorary Members .....	9
14. Temporary Members .....	9
15. Rights of Members .....	10
16. Election of Members .....	11
17. Patron .....	12
18. Transfer of Membership .....	12
19. Entrance fees and annual subscriptions .....	13
20. Registers of Members and guests .....	14
21. Guests .....	15
22. Addresses of Members .....	15
23. Absentee list .....	15
24. Resignation and cessation of Membership .....	15
25. Disciplinary proceedings .....	16
26. Removal of persons from the Club's premises .....	18
<b>PART III – BOARD OF DIRECTORS</b> .....	19
27. Board of Directors .....	19
28. Eligibility for election as a Director .....	20
29. Election of the Board under Triennial Rule .....	20
30. Voting procedure .....	22
31. Powers of the Board .....	23
32. By-Laws .....	25
33. Meetings of the Board .....	26
34. Minutes .....	26
35. Chairman .....	26
36. Quorum .....	26
37. Voting .....	27
38. Written resolutions .....	27
39. Directors' duties and interests .....	27
40. Vacancies on the Board .....	28
<b>PART IV – GENERAL MEETINGS</b> .....	29
41. General meetings .....	29
42. Convening a General Meeting .....	29
43. Notice of General Meetings .....	30
44. Members' resolutions .....	31
45. Auditor's right to be heard at General Meetings .....	31
46. Quorum .....	31
47. Chairman .....	31
48. Voting .....	32
49. Adjournments .....	32
50. Minutes .....	32
<b>PART V – MISCELLANEOUS</b> .....	33
51. Proxy votes .....	33
52. Accounts .....	33
53. Financial Year .....	33
54. Audit .....	33
55. Senior Manager .....	33
56. Execution of Documents .....	34
57. Notices .....	34
58. Winding up .....	35
59. Indemnity of Officers .....	35
60. Constitution .....	35
61. Amendments to Constitution .....	35

**CORPORATIONS ACT 2001**

**CONSTITUTION**

of

**BEVERLEY PARK GOLF CLUB**

**LIMITED**

**ABN 60 000 051 383**

**PARTI-PRELIMINARY**

**1. Name of company**

1.1 The name of the company is Beverley Park Golf Club Limited.

**2. Definitions and Interpretation**

2.1 In this Constitution unless a contrary intention appears:

Act means the *Registered Clubs Act 1976*(NSW).

Adoption Date means the date on which this Constitution was adopted at a General Meeting or AGM.

AGM or Annual General Meeting means a General Meeting held in accordance with Rule 42.a and/or section 250N of the Corporations Act.

Board means the Board of Directors of the Club elected or appointed in accordance with this Constitution.

By-laws means the By-laws of the Club made in accordance with this Constitution and includes rules in force from time to time.

Club means Beverley Park Golf Club Limited ABN 60 000 051 383

Constitution means the Constitution of the Club as amended from time to time and shall be read and construed subject to the provisions of the Act and to the extent that any of the provisions contained in this Constitution are inconsistent with the Act they shall be inoperative and of no effect.

Corporations Act means the *Corporations Act 2001* (Cth)

Director or Directors means a Director or Directors of the Club, elected or appointed in accordance with the Constitution and includes the President, Vice-President, Captain and Vice-Captain, Treasurer, Director of Special Events and Sponsorship, Director of Membership, Communication and Governance, Director of Junior Golf and Development and Director of Entertainment and Social events.

Financial Member means a Member who has not ceased to be a Financial Member within the meaning of Rule 19.4.

Financial Year means the Club's financial year as determined in accordance with Rule 53.

Member means a person who is a Member or a Life Member of the Club.

General Meeting means a meeting of the Members of the Club entitled to attend and vote at a General Meeting of the Club.

Notice Board means a notice board designated as such and located in a conspicuous place within the Club's premises upon which notices for the information of Members are posted and may include the Club's web-site.

Office means the registered office of the Club.

Officer means an officer of the Club and includes the Directors and the Senior Manager but does not include the Auditor.

Member means a person who has been elected or transferred by the Board, to one of the categories of Membership set out in Rule 10.1 or an equivalent category under the Club's Constitution in force prior to the Adoption Date.

Membership means one of the categories of Membership set out in Rule 10.1 or an equivalent category under the Club's constitution in force prior to the Adoption Date.

Proceedings means any legal proceedings, civil or criminal, being proceedings in which it is alleged that a person has done or omitted to do some act, matter or thing in their capacity as an Officer, including proceedings alleging that they were guilty of negligence, default, breach of trust or breach of duty in relation to the Club.

Senior Manager means the Secretary of the Club appointed by the Board and includes any Chief Executive Officer, Secretary Manager, General Manager, Acting Secretary, Manager, or equivalent position.

Special Resolution has the same meaning as set out in the Corporations Act

Voting Member:

(a) when used in Part III of the Constitution (Board of Directors) means a Member who is a Financial Member and who belongs to one of the following categories of Membership:

- (i) Playing Member; Gold, Silver or Bronze Categories
- (ii) 5 Year Playing Member; Gold, Silver or Bronze categories
- (iii) Senior Playing Member
- (iv) Intermediate Member
- (v) Life Member;

(b) when used in Part IV of the Constitution (General Meetings), means a Member who is a Financial Member and who belongs to one of the following categories of Membership:

- (i) Playing Member; Gold, Silver or Bronze Categories
- (ii) 5 Year Playing Member; Gold, Silver or Bronze categories
- (iii) Senior Playing Member;
- (iv) Intermediate Member
- (v) Pathways
- (vi) Life Member;
- (vii) Country Member;
- (viii) Corporate Member

2.2 In this Constitution, unless a contrary intention appears:

- a. the singular includes the plural and vice versa;
- b. a gender includes the other gender;
- c. headings are for convenience only and do not affect interpretation;
- d. a reference to a law includes regulations and instruments under the law
- e. a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or provision.

### **3. Preliminary**

3.1 The Club is a public company limited by guarantee and not having a share capital.

3.2 The Club was established for the objects and purposes set out in this Constitution.

3.3 The replaceable rules contained in the Corporations Act do not apply to the Club.

### **4. Limited liability**

4.1 The liability of the Members is limited.

### **5. Objects of the Club**

5.1 The Club is established for the following objects and purposes:

- (a) to promote the game of golf;
- (b) to establish, operate, maintain, alter and improve a golf course on the premises at Beverley Park in the state of New South Wales, for the benefit of the Club's Members and Community.
- (c) to establish, operate, maintain, alter, improve, furnish and renovate a club house with all such rooms, offices, bars, restaurants, conveniences and appointments as may be considered necessary or desirable for the benefit, convenience, comfort and well-being of the Club's Members, their guests and visitors or otherwise necessary for the promotion of the Club's objects and purposes;
- (d) to purchase, hire, lease, provide and maintain all plant and equipment including motor vehicles that may be required or conveniently used in connection with the golf course, clubhouse, grounds and other premises of the Club;
- (e) to purchase, lease, hire, exchange or otherwise acquire any land, buildings, easements or other property, real or personal, which may be required for or conveniently used in the promotion of the Club's objects and purposes, upon such terms and conditions as the Club thinks fit;
- (f) to sell, exchange, transfer or otherwise dispose of any property, whether real or personal, upon such terms and conditions as the Club thinks fit, in accordance with this Constitution;
- (g) to raise or borrow money, or secure the repayment of monies either by way of mortgage or charge over the Club's property both real and personal, in such manner and upon such terms and conditions as the Club thinks fit;
- (h) to make the golf course and clubhouse facilities available to Members, Members' guests, visitors and Members of the general public on such terms and conditions as the Club thinks fit;

- (i) to establish, promote and conduct, either alone or jointly with any association, club or person, golf tournaments, competitions or matches, amongst the Members or such other persons as the Club thinks fit;
- (j) to establish, promote, assist in establishing or promoting, or subscribe to or become a Member of any association or club whose objects are similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the interests of the Club;
- (k) to arrange for the representation of the Club at any corporation, body or association formed for the purpose of promoting and/or controlling the game of golf, or any other sport or pastime;
- (l) to enter into any partnership, joint venture or arrangement with any person, firm or corporation carrying on, or engaged in, or about to carry on or engage in, any business or transaction similar to that carried on by the Club, so as to directly or indirectly benefit the Club and to take part in the formation, management or control of the business or operations of any corporation or undertaking;
- (m) to generally do all such other things as may appear to be incidental or conducive to the attainment of the Club's objects and purposes.

## **6. Income and property of the Club**

6.1 The income and property of the Club will only be applied towards the promotion of the Club's objects and purposes set out in this Constitution. No income or property of the Club shall be paid to or distributed directly to the Members of the Club.

6.2 Nothing in this Constitution shall prevent the:

- a. payment of reasonable and proper remuneration to any employee of the Club;
- b. payment of reasonable and proper remuneration to any Member of the Club in return for services rendered or goods supplied to the Club in the ordinary and usual course of business;
- c. payment of interest at a rate not exceeding current bank overdraft rates on monies lent by a Member to the Club;
- d. payment of rent at commercial rates for premises leased or licensed by a Member to the Club;
- e. payment by way of reimbursement of reasonable expenses incurred by a Member on behalf of the Club;
- f. the payment of any honorarium to Directors approved by the Members at a General Meeting.

6.3 Subject to the Act, a Member of the Club, including a Director or a Member of any committee of the Club, is not entitled to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Member.

6.4 Subject to the Act, a person, other than the Club or its Members, shall not be entitled to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for or is granted, a club licence under the Liquor Act or from any added value that may accrue to the Club's premises because of the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act.

## **7. Amendment of this Constitution**

7.1 This Constitution may only be altered or amended by a Special Resolution passed at a General Meeting.

## **8. Liquor and Gaming**

- 8.1 The Senior Manager, any Director, any Employee, or Member of any committee of the Club, shall not be entitled to receive either directly or indirectly, any payment calculated by reference to:
- a. the quantity of liquor purchased, supplied, sold or disposed of by the Club, or
  - b. of the receipts for any liquor supplied or disposed of by the Club; or
  - c. the keeping or operation of approved gaming machines in the Club.
- 8.2 Liquor must not be sold, supplied or disposed of on the Club's premises to any person who is not a Member of the Club except:
- a. on the invitation and in the company of a Member of the Club; or
  - b. if the person is attending a function for which a club functions authorization is in force.
- 8.3 Liquor must not be sold, supplied or disposed of on the Club's premises to any person under the age of 18 years.
- 8.4 A person under the age of 18 must not operate an approved gaming machine on the Club's premises or enter or be in a gaming machine area of the Club.
- 8.5 Subject to Section 73(2) of the Gaming Machines Act (NSW) 2001, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- 8.6 Subject to Section 74(2) of the Gaming Machines Act, (NSW) 2001 the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- 8.7 No employee of the Club is permitted to gamble on the premises of the club.

## **PART II – MEMBERSHIP**

### **9. Membership**

- 9.1 A person shall not be admitted to Membership of the Club except as a Member, Life Member, Honorary Member or Temporary Member.
- 9.2 An employee of the Club shall not be admitted, or transferred by the Board, to any category of Membership except Honorary Membership or Social Membership.
- 9.3 A person under the age of 18 years shall not be admitted as a Member of the Club except as a Junior Playing Member.

### **10. Categories of Financial Membership**

- 10.1 Unless otherwise determined by the Board, Financial Membership of the Club shall consist of the following categories:-

- a) Playing Member; Gold, Silver or Bronze Categories
- b) 5 Year Playing Member; Gold, Silver or Bronze categories
- c) Senior Playing Member
- d) Intermediate Member
- e) Pathways Member
- f) Life Member;
- g) Junior Playing Member;
- h) Country Member
- i) Corporate Member
- j) Honorary Member
- k) Non- Playing Golfing Member
- l) Social Member.
- m) Overseas Member
- n) Temporary Member

- 10.2 Each category of Financial Membership shall be open to persons of any gender.
- 10.3 The maximum number of Members in each category shall be determined by the Board consistently with the Act.
- 10.4 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 Members of the Club.

### **11. Eligibility for various Categories of Membership**

- 11.1 The requirements for eligibility of a person for election or transfer to the following categories and sub- categories of Membership shall be as follows;



- a) Playing Member: Gold, Silver or Bronze Category**  
A person who has attained the age of 18 years and who is registered as either a Gold, Silver or Bronze Playing Member of the Club or who has transferred by request to the Board from another category of Membership to the Playing Membership of their choice at the approval of the Board entitling such Members to book in at any time and play in organized competitions on any day.
- b) Five (5) Year Playing Member; Gold, Silver or Bronze categories**  
A person who has attained the age of 18 years and who is registered as either a Five Year Gold, Five Year Silver or Five Year Bronze Playing Member of the Club or who has transferred by request to the Board from another category of Membership to the Five Year Playing Membership of their choice at the approval of the Board entitling such Members to book in at any time and play in organized competitions on any day.
- c) Senior Playing Member**  
A person who has been a Member of the Club and who complies with the criteria for Senior Playing Membership calculated based on the aggregation of 95 years made up of the sum of their age and years of unbroken Playing Membership at the Club (calculated in months) is entitled to make application to the Board and subject to approval of the Board, transfer to Senior Playing Membership and shall pay an annual amount equal to 50% of the Playing Member subscription fee plus 100% of all other Playing fees entitling such Member to play in all competitions on any day.
- d) Intermediate Member**  
A person who has attained the age of 18 years but not 25 years of age or by written proof is a fulltime student and who is elected by the Board entitling such Members to book in at any time and play in organized competitions on any day. Such Member after attaining the age of 25 years must apply to the Board to be transferred to another appropriate category of Membership of the Club entitling such Member to book in at any time and play in organized competitions on any day.
- e) Pathways Member**  
A person who has attained the age of 18 years and is registered as a Pathways Member can only remain in the Pathways Membership category for 12 months and on the anniversary date of joining the Pathways Membership category must by request to the Board apply to be transferred to another applicable category of Membership of the Club entitling such Member to book in at any time and play in organized competitions on any day.
- f) Life Member**  
Life Members are Members who have rendered outstanding service to the Club and have been elected as such by a Special Resolution carried by a majority of seventy five percent (75%) of those Members present and voting at an Annual General Meeting or a majority of seventy five percent (75%) of those Members who voted on the Special Resolution if the ballot is conducted by post, following the submission to that meeting or in that postal ballot of a recommendation from the Board.
- g) Junior Member**  
A person who is under the age of 18 years and is elected by the Board to Junior Membership of the Club and who satisfies the Board that the person will take part in regular golf training and competitions as organized by the Club.
- h) Country Member**  
Any person who has attained the age of 18 years and whose usual place of residence is beyond a radius of 150 kilometres from the Club's premises and who is admitted as a Country Member or has been transferred by the Board from another category of Membership to Country Membership.
- i) Corporate Member**  
A person who has attained the age of 18 years nominated by a Member, corporate or other sponsor of the Club and who is elected by the Board as a Corporate Member or a replacement Corporate Member elected as a Corporate Member in accordance with this Constitution entitling such Member to all the playing rights of a Gold or Silver Playing Member as determined by the Board

**j) Honorary Member**

A person who has attained the age of 18 years and is nominated and seconded and approved by the majority of Members attending the Annual General Meeting and includes, the current Mayor of Kogarah City Council in accordance with the Club's Lease under Clause 4.50 until the expiry date or termination of the Lease, Club employees, Club Professional and staff and any other prominent citizen or dignitary within the community that the nominator and seconder believe are worthy of such Membership. The Member on approval from the Board may book in at any time and play in organized competitions on any day. The period of the Membership is the time between each Annual General Meeting

**k) Non- Competition Playing Golfing Member**

A person who has attained the age of 18 years and who upon application and approved by the Board has been transferred from a Playing Member category to a Non- Competition Playing Golfing Member entitling such Member to remain a Non Playing Member for a limited period as determined by the Board from time to time and maintaining that Member's continuity of Membership of the Club whilst not having any playing, voting rights or any rights to stand for election to the Board for the period of Non Playing Membership.

**l) Social Member**

Any person who has attained the age of 18 years and who is admitted as a Social Member or transferred by the Board from another category of Membership to Social Membership.

**m) Overseas Member**

Any person who has attained the age of 18 years and whose usual place of residence is not within the Commonwealth of Australia and who is admitted as an Overseas Member or has been transferred by the Board from another category of Membership to Overseas Membership

**n) Temporary Member**

Any person who has attained the age of 18 years can be admitted by the Board or a Playing Member of the club subject to the conditions in 4.1. No person under the age of 18 years may be admitted as a Temporary Member of the Club, unless that person is a Member of another registered club and satisfies the requirements of Rule 14.1(c).

11.2 For the purpose of Rule 11.1, continuous Membership:

- a. includes any time in which the Member was in a category of Membership that existed at any time prior to the Adoption Date but does not currently exist; and
- b. does not include any time in which the Member was in the category of Social or Non-playing Membership.

**12 Life Members**

- a. A Member is eligible to be elected a Life Member if that person:
  - (i) has rendered outstanding or distinguished service to the Club
  - (ii) fulfills the criteria as set out in the Club's By-Laws G.4
  - (iii) is recommended by the Board for election as a Life Member.
- b. A person who satisfies the eligibility requirements in Rule 12.a will be elected a Life Member if a resolution to that effect is carried by a seventy five percent (75%) majority of voting Members via postal vote and such candidate to be advised two (2) days prior to the Annual General Meeting by the Returning Officer.
- c. A person elected as a Life Member shall be relieved from paying any annual subscriptions, except for a fee of \$2.00 or such other minimum subscription provided by the Act and shall have all the rights and privileges of a Financial Playing Member.

### **13 Honorary Members**

- a. An Honorary Member shall be entitled to the social and playing privileges determined by the Board.
- b. Honorary Members may at the discretion of the Board, be relieved from paying any annual subscriptions or other fees.
- c. Honorary Members may introduce guests to the Club if authorized by the Board to do so.
- d. The Board shall have power to cancel the Membership of an Honorary Member without notice and without giving a reason.
- e. When Honorary Membership is conferred on a person, the following particulars shall be entered in the Club's Register of Honorary Members
  - i. the name in full of the Honorary Member;
  - ii. the residential address of the Honorary Member;
  - iii. the date on which Honorary Membership is conferred;
  - iv. the date on which Honorary Membership is to cease.

### **14. Temporary Members**

14.1 The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board:

- a. any person whose ordinary place of residence in New South Wales is not less than the minimum distance from the Club's premises prescribed by the Act or a greater distance as the Board may determine by By-Law;
- b. a Member (as defined by the Act) of another club which is registered under the Act and which has objects similar to those of the Club;
- c. a Member (as defined by the Act) of another club which is registered under the Act and who, at the invitation of the Board or of a Club Member attends on any day at the Club's premises for the purpose of participating in a competition conducted by the Club on that day from the time on that day when he so attends the Club's premises until the end of that day;
- d. an interstate or overseas visitor.

14.2 A person may be admitted as a Temporary Member for a period of up to, but not exceeding, seven (7) consecutive days, or such longer period approved by the Independent Liquor and Gaming Authority.

14.3 Temporary Members shall be relieved from paying any entrance fee or annual subscription.

14.4 The Senior Manager, or the senior employee then on duty, may terminate the Membership of any Temporary Member at any time without notice and without giving a reason.

14.5 No person under the age of 18 years may be admitted as a Temporary Member of the Club, unless that person is a Member of another registered club and satisfies the requirements of Rule 14.1(c)

## **15 Rights of Members**

15.1 Financial Playing Members, Gold, Silver, Bronze, Senior, Five year Gold, Silver, Bronze, Intermediate and Life Members, are entitled to:

- a. hold office as a Director after one (1) year continuous Playing Membership
- b. nominate or second an eligible Member for election as a Director;
- c. vote in any ballot conducted for the election of a Director;
- d. attend and vote on any resolution at a General Meeting;
- e. enjoy such golfing and clubhouse and social privileges that the Board may from time to time determine.

15.2 Corporate Members, Country Members and Overseas Members are entitled to:

- a. vote in any ballot conducted for the election of a Director;
- b. attend any General Meeting for the purpose in accordance with Rule 30, but shall not otherwise be entitled to attend or vote on any resolution submitted to a General Meeting;
- c. enjoy such golfing and social privileges that the Board may from time to time determine.

15.3 Honorary Members are not entitled to:

- a. hold office as a Director or as a Member of any committee;
- b. nominate or second an eligible Member for election as a Director;
- c. vote in any ballot conducted for the election of a Director;
- d. attend a General Meeting, other than in their capacity as an employee of the Club;
- e. vote on any resolution submitted to a General Meeting;
- f. attend a meeting of the Board or a committee of the Club unless otherwise invited

15.4 Junior Members, Non-Competition Playing Members, Social Members are not entitled to:

- a. hold office as a Director;
- b. nominate or second an eligible Member for election as a Director;
- c. vote in any ballot conducted for the election of a Director;
- d. attend, or vote on any resolution submitted to, a General Meeting.

## **16 Election of Members**

- 16.1 A person shall not be admitted as a Member, unless that person is elected to Membership at a meeting of the Board, or an election committee appointed by the Board.
- 16.2 Every candidate for Membership, must be proposed by one Financial Member and seconded by another Financial Member, each of whom has attained the age of 18 years and has been a Member for at least one year.
- 16.3 Every application for Membership shall:
- a. be in writing
  - b. state category of Membership applied for
  - c. be signed by the candidate, and in all cases a proposer and seconder;
  - d. contain a statement that the candidate will, if admitted as a Member, be bound by this Constitution and the By-laws;
  - e. contain such particulars as are prescribed by the Board, including the full name, address and occupation and electronic contact details of the candidate;
  - f. be on a Club's Membership Application form approved by the Board;
  - g. be lodged with the Senior Manager or Administration Manager.
- 16.4 The Board may make By-laws at any time in relation to the eligibility of Members to propose and second a person as a candidate for Membership.
- 16.5 The Senior Manager must cause the name and address of the candidate and the names of the candidate's proposer and seconder to be displayed on the Notice Board for at least one week prior to the election of the candidate as a Financial Member. A period of at least seven (7) days shall elapse between a Member's proposal for election and their election.
- 16.6 The Board, may reject any application for Membership without giving a reason for the rejection.
- 16.7 When a person has been elected to Membership the Senior Manager shall notify that person, in writing, of their election as a Member of the Club. Upon payment of a fee determined by the Board from time to time ("the fee"), the person shall become a Member of the Club. If the fee is not paid within one (1) month of the notice of election being given to the person, the Board may at its discretion cancel the election of the person to Membership of the Club.
- 16.8 The Senior Manager shall notify any person, in writing, if their application for Membership of the Club has been unsuccessful.
- 16.9 A copy of this Constitution, By-Laws and the Rules of Golf shall be supplied to each Member upon their election as a Member by the Senior Manager or Administration Manager.

## **17. Patron**

- 17.1 The Board shall recommend to the Members at each Annual General Meeting a patron in accordance with the Lease and additional patrons, who shall be Honorary Member(s) of the Club for the period between Annual General Meetings and in accordance with Rule 11.1(j) of this constitution.

## **18. Transfer of Membership**

- 18.1 The Board may on the application of any Member, transfer that Member to another category of Membership to which the Member is eligible provided that:
- a. a vacancy exists in the category of Membership to which the Member wishes to be transferred; and
  - b. any additional subscription deemed by the Board to be payable, is paid.
- 18.2 The Board shall transfer a Junior Member who has attained the age of 18 years to another category of Membership to which the former Junior Member is eligible and any additional subscription deemed by the Board to be payable, is paid.
- 18.3 The Board may on the application of a Social Member, transfer or re-admit that Member to their former category of Membership (or its equivalent) provided that:
- a. a vacancy exists in the category of Membership to which the Social Member wishes to be transferred; and
  - b. any entrance fee or additional joining fee or subscription or additional subscription deemed by the Board to be payable is paid.
- 18.4 An application by a Member to transfer to Country Membership or Overseas Membership and any subsequent renewal of such Membership must be accompanied by satisfactory evidence of the Member's usual place or residence.

## 19. Entrance fees and annual subscriptions

- 19.1 The entrance fees, annual subscriptions and any other payments payable by Members shall be determined by the Board. The annual subscriptions payable by Members shall be not less than Two Dollars (\$2.00) or such other amount provided by the Act.
- 19.2 Membership annual subscriptions must be paid in advance, or may with the approval of the Board, be paid by monthly or half yearly installments and Membership subscriptions for the five (5) year Membership rate must be paid in advance.
- 19.3 Any person elected to any category of Membership during the Club's Financial Year shall pay such proportion of the annual subscription as the Board determines, provided that it is not less than \$2.00 or other such minimum subscription provided by the Act
- 19.4 If a Member has not paid the subscriptions or any other monies due to the Club on or before the due date for payment, the Member ceases to be a Financial Member and shall be suspended from exercising all rights and privileges of Membership while the Member remains un-financial
- 19.5 If a Member who has ceased to be a Financial Member, pays the outstanding subscriptions or other monies owed to the Club within thirty (30) days after the due date for payment (or any further time which the Board in its absolute discretion may permit), the Member will again become a Financial Member
- 19.6 A Member who is no longer a Financial Member, shall cease to be a Member of the Club if the Member:
- a. has not paid an outstanding subscription or other monies due to the Club after thirty (30) days from the due date for payment; and
  - b. has been given a seven (7) day notice in writing (or any further time which the Board in its absolute discretion may permit) that the Member will cease to be a Member of the Club if the monies remain outstanding after the notice period.
- 19.7 Any person who has ceased to be a Member of the Club pursuant to Rule 19.6 may re-apply for Membership in accordance with this Constitution
- 19.8 The Board may:
- a. refund in full or in part any annual subscriptions paid by a person who has ceased to be a Member or who has been transferred to another category of Membership.
  - b. upon payment of all monies due and payable by a Member to the Club, reinstate a person as a Member where the person had ceased to be a Member pursuant to Rule 19.6;
  - c. waiver or reduce any joining fee payable by a person when re-applying for Membership in accordance with Rule 19.7.
  - d. impose levies and charges on members for general or special purposes.

## 20 Registers of Members and guests

The Club shall keep the following registers:

A. A register of persons who are Members. The following information shall be entered in the register:

- i. the full name, address, electronic contact details and occupation of each Member;
- ii. the date upon which the person last paid his annual subscription;
- iii. the date upon which the person was elected as a Member of the Club.

B. A register of persons who are Honorary Members of the Club. The following information shall be entered in the register of each Honorary Member

- i. the full name or the initials and surname;
- ii. the address:

C. A register of persons admitted as Temporary Members of the Club, other than those Temporary Members referred to in Rule 14.1.c. The following information shall be entered in the register when a Temporary Member first enters the Club's premises on any day:

- i. the full name or the initials and surname;
- ii. the address;
- iii. the signature:

of each Temporary Member. Where a person has been admitted as a Temporary Member under Rule 14.2, the above information is to be entered when the Temporary Member enters the Club's premises for the first time.

D. A register of persons who enter the Club's premises as guests of Members. The following information shall be entered in the register on each occasion a person enters the Club as a guest of a Member,;

- i. the full name, or initials and surname of the guest;
- ii. the address of the guest;
- iii. the date of entry of the guest on the Club's premises; and
- iv. the signature of the Member.



## **21. Guests**

- 21.1 All Members, other than Temporary Members are entitled to introduce guests to the Club in accordance with this Constitution and any relevant By-laws. When a Member brings a guest to the Club they shall complete the Register of Guests.
- 21.2 The Board may make By-laws in relation to the number of guests and the frequency of which Member may introduce a guest, or guests, to the Club.
- 21.3 A Member shall not introduce as a guest, any person who has been expelled as a Member of the Club or another Golf Club for misconduct or who is currently under suspension.
- 21.4 Members are responsible for the conduct of guests they introduce to the Club. A Member who introduces a guest into the Club shall remain in the reasonable company of the guest, while the guest remains on the Club's premises.
- 21.5 No guest shall be supplied liquor on the Club's premises, except on the invitation of and in the company of a Member.
- 21.6 A guest shall not remain on the Club's premises any longer than the Member who countersigned the guest's entry in the Register of Guests.

## **22. Addresses and Contact details of Members**

- 22.1 Members must advise the Senior Manager or Administration Manager of any change to their address, and electronic contact details.

## **23. Absentee List**

- 23.1 The Board may make arrangements, consistent with the Act, in relation to the amount and payment of subscriptions of any Member leaving or returning to New South Wales or residing outside New South Wales. Such Members shall be placed on an Absentee list.

## **24. Resignation and Cessation of Membership**

- 24.1 A Member may, by notice in writing to the Senior Manager, resign their Membership. Any resignation shall take effect from the date on which it is received by the Senior Manager.
- 24.2 Any person who ceases to be a Member of the Club shall automatically forfeit all their rights as a Member but the person shall remain liable for the payment of any annual subscriptions or any other monies due by him to the Club and unpaid at the time the person ceased to be a Member.

## **25. Disciplinary Proceedings**

- I. For the purpose of this Rule 25, “misconduct” means conduct by a Member of the Club that in the opinion of the Board:
  - a) amounts to negligent non-compliance with a provision of the Constitution or a By-Law or
  - b) is prejudicial to the interests of the Club; or
  - c) is unsatisfactory conduct unbecoming of a Member of the Club; or
  - d) renders the person unfit to be a Member of the Club; or
  - e) is in breach of any conduct under the Act or as prescribed by the Office of Gaming and Racing.
- II. If in the opinion of the Board based on evidence, a Member is answerable to a charge of misconduct, the Board has the power to demand the appearance of such Member to appear before the Board at its earliest convenience to hear such charge,
- III. The Board must comply with the following procedures before exercising its powers under Rule 25.II;
  - A. A Member shall be notified of:
    - i. any charge of misconduct (“Charge”) against the Member, including particulars of the conduct alleged to constitute misconduct; and
    - ii. the date, time and place of the meeting of the Board at which the Charge is to be heard: and
    - iii. the matters set out in Rule 25.I at least fourteen (14) days before the meeting of the Board at which the Charge is to be heard. The notice will clearly set out the facts, matters and circumstances giving rise to the Charge.
  - B. A notice may be given by the Club to any Member either personally or by sending it by post to the Member at the address supplied to the Club by the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the time the letter would be delivered in the ordinary course of post, provided always that non-receipt of notice or by accidental omission to give notice to the Member entitled thereto, shall not invalidate any resolution passed at any meeting.
  - C. The Senior Manager may if considered appropriate and for greater caution, give additional notice by email, phone or other methods to ensure the notice has come to the attention of the Member.
- IV. The Member charged with misconduct shall be entitled to attend the meeting for the purpose of answering the Charge or may answer the Charge in writing.
- V. If the Member attends the meeting, the Member shall be given a reasonable opportunity to:
  - a) hear any evidence against them and ask questions of any witness supporting the allegations against the Member;
  - b) call witnesses, or present documentary evidence, in the Member’s defence;
  - c) address the Board in relation to the Charge, when all the evidence is concluded
  - d) to have any person of his or her choice represent him or her
- VI. After the Board has received all the evidence against and on behalf of the Member and heard any address by the Member charged, it must determine whether the Member is guilty or not guilty of the Charge.
- VII. If the Member attends the meeting and is found guilty of the Charge, the Board must:
  - a) inform the Member that he or she has been found guilty of the Charge before considering any penalty; and
  - b) give the Member a further opportunity to address the Board in relation to the appropriate penalty for the misconduct for which the Member has been found guilty.

- VIII. A Director or person entitled to assist in the decision making, who is a complainant or witness, must not vote on a finding. It is also essential that any director or person voting must not prejudge the matter and must only make a decision based on the evidence presented at the hearing.
- IX. If the Member fails to attend the meeting, the Board may hear the Charge and on the evidence before it, make a decision on the Member's guilt. If the Board finds the Member guilty as charged, the Board shall then proceed to consider the question of penalty. In doing so, the Board shall have regard to any written representations made to it, by, or on behalf of, the Member charged.
- X. The Board must not take into consideration a Member's antecedents or penalties for previous conduct, but judge the charge against the Member on the evidence before them.
- XI. The Board may adjourn the meeting and must give reasons for such adjournment to the Member whose matter they are hearing.
- XII. A Member receiving an unfavourable decision may, in writing to the Senior Manager, within seven (7) days request a statement of reasons from the Board
- XIII. If a notice of charge is issued to a Member pursuant to Rule 25.III. A, the Board or the Senior Manager may suspend the Member from all rights and privileges as a Member of the Club until the charge is heard and determined or for a period of four (4) weeks, whichever is the sooner. Any suspension under this Rule 25.XIII shall be promptly notified in writing to the Member concerned.
- XIV. If the Senior Manager suspends a Member in accordance with Rule 25.XIII, he shall immediately notify the Board of that decision.

## **26. Removal of persons from the Club's premises**

- A. The Senior Manager, or in the Senior Manager's absence, the Senior Employee of the Club then on duty may refuse to admit or request any person (including a Member) to vacate the Club's premises, who in the opinion of the Senior Manager or the Senior Employee:
- i. is intoxicated, violent, quarrelsome or disorderly;
  - ii. whose presence on the Club's premises renders the Club or the Senior Manager liable to a penalty under the Act;
  - iii. has engaged in conduct which may be unlawful, or has used any part of the Club's premises for an unlawful purpose.

and that person is immediately suspended from all privileges as a Member or Guest

- B. The Senior Manager or the Senior Employee who has exercised the power referred to in Rule 26.A in relation to a Member of the Club shall record the matter in the Club's Incident Book and notify the Board within one day of the incident and prepare a written report within seven (7) days of the date of the removal of that person. The report must set out the facts, matters and circumstances giving rise to the removal.

## PART III – THE BOARD OF DIRECTORS

### 27. Board of Directors

1. The determination of strategic direction in line with corporate vision, missions and objects of the Club, management and the custody and control of its funds and property shall be vested in the Board of Directors comprising nine (9) Directors, who in order of seniority of office shall be a President, Vice President, Treasurer, Captain, Vice- Captain and four other Directors, who shall be elected in accordance with Rule 30.
2. The Board of Directors may agree upon at the first Board Meeting conducted within ten(10) days following the Annual General Meeting the appointment of Directors to specific roles within the Board of Directors.
3. The Directors to be appointed to office at the Annual General Meeting, shall be elected in accordance with the Triennial Rule for election of Directors for a term of three (3) years as provided in Schedule 4 of the Registered Clubs Act 1976 as follows;
4. For the purpose of this Rule:
  - a) “Annual General Meeting” means a meeting of the Members of the Club at which Members of the Board of Directors (governing body) are to be elected.
  - b) “Triennial Rule” means this Rule which is in accordance with Schedule 4 of the Registered Clubs Act
  - c) “Year” means the period between successive Annual General Meetings
5. First Annual General Meeting under Triennial Rule
  - a. The Members elected to the Board of Directors (governing body) at the first Annual General Meeting at which the Triennial Rule applies will be divided into three (3) groups
  - b. The Directors appointed at the first Annual General Meeting will be placed in designated groups of three (3) Directors as determined by the Board of Directors and the drawing of lots by the untitled four (4) Directors as in Rule 27.5b. The Groups to be identified as Group 1, Group 2 and Group 3 depicting each Directors position on the Board of Directors (governing body) and three (3) year term schedule as per the following:

#### 1) GROUP 1

Treasurer  
Vice-Captain  
Director

#### 2) GROUP 2

Captain  
Vice-President  
Director

#### 3) GROUP 3

President  
Director  
Director

6. Unless otherwise disqualified, the Members of the Board of Directors (governing body)
  - i. in Group 1 shall hold office for one (1) year
  - ii. in Group 2 shall hold office for two (2) years
  - iii. in Group 3 shall hold office for three (3) years
  - iv. and in accordance with the repetitive model below in Rule 27.6

AGM 2016	AGM 2017	AGM 2019	AGM 2020 (repeating thereafter)
Group 1	Group 2	Group 3	Group 1 (repeating thereafter)

7. Directors shall hold office until the conclusion of the third AGM. A person whose term of office as a Member of the Board of Directors under this Triennial Rule expires is not for that reason ineligible for election for a further term.

## **28. Eligibility for election as a Director**

1. Subject to the Corporations Act, a person shall not be elected to hold office as Director unless they have been a financial Playing Member in the following categories; One (1) year Gold, Silver or Bronze, Five (5) Year Gold, Silver or Bronze, Senior ,Intermediate and Life Member.
2. 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.
3. A Member who is not a financial Playing 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.
4. 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.

## **29. Election of the Board under Triennial Rule**

1. At least forty two (42) days prior to an Annual General Meeting at which Directors are to be declared elected in accordance with this Constitution, the Senior Manager shall place a notice on the Notice Board that:
  - a. calls for nominations for election to the positions of the three (3) Directors in accordance with Rule 15 with the defined group number allotted for election in the appropriate year as set out in Rule 27. 5 (b) of this Constitution; and
  - b. sets out the date and time by which nominations for election to the above positions must be delivered to the Office not less than twenty eight (28) days prior to the Annual General Meeting; and
  - c. sets out the date and time by which any ballot papers must be returned to the Senior Manager, in the event that a ballot is required to be held in accordance with Rule 31.
2. Nominations for election as a Director for the positions must be made in writing and signed by two Voting Members and the nominee and delivered to the Office at least twenty eight (28) days prior to the AGM at which the ballot for the position is to be declared.
3. As soon as practical after the close of nominations, the Senior Manager shall display the names, profiles and photographs of each candidate along with their proposer and seconder on the Club Notice Board.

4. If the number of persons nominated for any position equals or does not exceed, the number required to be elected, the person or persons nominated shall be declared elected at the AGM.
5. If the number of persons nominated for any position is more than the number required, a ballot will be held for that position, or positions, in accordance with the procedure set out in Rule 30.
6. If no person is, or an insufficient number of persons are, nominated for any position, the person or persons (if any) who have been nominated shall be declared elected at the AGM and nominations for the vacant position or positions may be received at the AGM provided that such nominations:
  - a. are proposed and seconded by a voting Member, other than the nominee, who must be present at the AGM; and
  - b. are accepted by the nominee who must be present at the AGM.
7. If, after all nominations for the vacant position or positions have been received in accordance with Rule 29.6 there are more nominees than positions to be filled, then an election for the remaining positions shall be held by ballot at the AGM.
8. If less than the required number of nominations are received at the AGM to fill the remaining positions, then those Members who have been nominated to the positions shall be declared elected and the Board may at its first meeting after the AGM fill any vacancies.
9. A candidate for election as a Director may withdraw his or her nomination. The withdrawal must be notified to the Senior Manager, in writing before the close of nominations.

### **30. Voting procedure**

- 30.1 If it is necessary to hold a ballot for any position in accordance with Rule 29.5, the ballot shall be conducted in accordance with the following procedure:
- A. The Senior Manager shall prepare a ballot paper for each position for which a ballot is required. The names of the nominees shall be listed on the respective ballot papers in order determined by lot, such lot having been conducted by the Senior Manager in the presence of at least the appointed Returning Officer and one Voting Member who are not nominees for any position.
  - B. The ballot papers shall be posted to each Voting Member at least twenty one (21) days prior to the closing date of the ballot.
  - C. A vote for each of the individual positions in the nominated Group as in Rule 27.6 shall be exercised by placing the number "1" against the name of the first preferred candidate and then numbering all the remaining candidates in descending order of preference as indicated on your how to vote slip.
  - D. The Club shall conduct voting for the nominated Group positions on the Board over a fifteen (15) day period commencing no later than eighteen (18) days prior to the AGM and ceasing at 5.00pm no later than three (3) days prior to the AGM –The conduct of the election shall be as determined by By-Law
  - E. Ballot papers shall:
    - i. be placed in an envelope supplied for that purpose marked "Ballot Paper Only" and sealed by the voter;
    - ii. be placed in a postage paid envelope supplied by the Club upon which the name and membership number of the voter shall be written;
    - iii. be returned to the Senior Manager in the postage paid envelope not later than 5.00 pm, three (3) clear days before the day of the AGM.
  - F. On being returned to the Senior Manager, the postage paid envelope shall be placed in a locked ballot box and the responsibility of the security of the ballot box primarily rests with the Returning Officer and Senior Manager.
  - G. The Returning Officer cannot be a candidate or a proposer or seconder for a candidate , in any Club election that they are in charge of
  - H. Prior to the counting of votes, the Returning Officer ,their appointed assistants and Senior Manager shall:
    - i. check the name and membership number of the voter appearing on each postage paid envelope against the Register of Members;
    - ii. present the postage paid returned envelopes un-opened at the time the votes are to be counted
  - I. The counting of votes for the positions shall take place in the order of seniority in the Group
  - J. If a candidate is elected to the position of President, Captain, Vice President or Vice- Captain and that candidate has also been nominated for another position, then any votes for that candidate in the position, or positions shall not be counted and instead the next preferred vote for each candidate shall be counted.
  - K. In the event that two or more candidates receive the same number of votes for one of the nominated Group positions then the successful candidate shall be determined by lot, such lot being conducted by the Returning Officer at the AGM.



- L. Voting not in accordance with the requirements of these Sub-rules 30.1(D)-(E) shall render the vote informal.
- M. The Club's auditor if available shall be involved with the appointed Returning Officer and two (2) assistants appointed at the previous AGM for the purpose of the counting of votes
- N. The counting of votes is to take place within two (2) days of the close of the ballot and shall as soon as practicable thereafter, the results of the election are to be placed on the Club's notice board but no later than one (1) day prior to the AGM. The incumbent Board will hold office at the AGM until the official announcement of the election results by the Returning Office. From this point on the successful candidates will officially take office.
- O. The non- receipt of the ballot paper or ballot papers or any of them by a Member of the Club eligible to vote will not invalidate the ballot
- P. For the purposes of Rules 29 and 30, "AGM" shall mean the Annual General Meeting at which the election of Directors is to be declared by the Returning Officer in accordance with this Constitution.

### **31 Powers of the Board**

1. The business and affairs of the Club shall be managed by the Board who may exercise all powers of the Club, which are not required by the law or this Constitution to be exercised by the Club in general meeting.
2. The Board may delegate any of its powers to:
  - i. any individual Director
  - ii. a committee of two or more directors; or
  - iii. a committee of two or more directors and/or Members of the Club; or the Senior Manager.
3. The Board may revoke any delegation of its power made under Rule 31.2.
4. The Board shall have power to make, amend or rescind By-laws that are consistent with this Constitution and which, in the opinion of the Board, are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests and property, or for the convenience, comfort and well- being of the Members. In particular, and without limiting the generality of this Rule 31.4, the Board shall have power to make By-laws with respect to:
  - (i) those matters which the Board is authorised by this Constitution to regulate by By-law;
  - (ii) the general management control and trading activities of the Club;
  - (iii) the control and management of the Club's premises;
  - (iv) the upkeep, control, maintenance, improvements and alterations to the golf course;
  - (v) the management of golf tournaments or competitions for Members or other golfers;
  - (vi) the control and management of play on the golf course;
  - (vii) the conduct of any election or ballot held in accordance with this Constitution, provided that the By- laws are consistent with this Constitution;
  - (viii) the appointment, election, constitution and regulation of any committee, or sub- committee;
  - (ix) the powers and procedures of any committee or sub-committee appointed by the Board, or elected by a section of the Club's Membership;
  - (x) the control of Member's conduct and attire on the golf course and in the Club's premises;
  - (xi) the introduction and eligibility of additional Membership categories not defined in Rules 10 and 11 of this Constitution;
  - (xii) the golfing and social privileges and benefits to be enjoyed by each category of Membership, including eligibility to participate in any competition conducted by the Club;
  - (xiii) the relationship between Members and employees of the Club;
  - (xiv) any other matter which is commonly the subject of the rules or by-laws of a club and which are not reserved by this Constitution for decision by the Club in General Meeting

- 5 Any By-laws made under this Constitution shall come into effect upon being posted on the Notice Board.
- 6 Where any By-law is inconsistent with a provision of this Constitution, the Constitution shall prevail.
- 7 The Board shall have power to:
- I. appoint, discharge and arrange the duties and powers of, the Senior Manager or equivalent position and determine the remuneration and terms of employment of the Senior Manager;
  - II. enforce the observance of all By-laws by suspension or expulsion from enjoyment of the Club and/or course privileges, or such other sanction authorised by this Constitution;
  - III. in pursuit of the Club's objects to purchase or otherwise acquire any property real or personal, at such price and on such terms and conditions as the Board thinks fit;
  - IV. secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club, either real or personal;
  - V. institute, conduct, defend, compound, settle, compromise or abandon any legal proceedings brought by or against the Club or its officers, or otherwise concerning the affairs of the Club;
  - VI. compound or allow time for payment of any debts due to the Club;
  - VII. determine who shall be entitled to sign or endorse contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments on behalf of the Club;
  - VIII. invest and deal with any moneys not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit;
  - IX. in furthering the purposes of the Club borrow money in such sum or sums and in such manner and upon such terms and conditions as the Board thinks fit;
  - X. in furthering the purposes of the Club, secure the repayment of any sum or sums of money, either by way of mortgage or charge over the Club's property both real and personal, in such manner and upon such terms and conditions in all respects as the Board thinks fit;
  - XI. sell exchange or otherwise dispose of any furniture fittings plant equipment or other goods or chattels but excluding land or buildings belonging to the club;
  - XII. subject to the approval of the Members at a General Meeting and any other requirements of the Act, lease or licence real property owned by the Club;
  - XIII. subject to the approval of the Members at a General Meeting and any other requirements of the Act, sell or exchange all or part of lands and/buildings or other real property or rights relating to such property, to which the Club may be entitled;
  - XIV. engage, appoint, control, remove, discharge, suspend and dismiss managers, representatives, agents or employees in respect to permanent, temporary or special services as it may from time to time think fit;
  - XV. determine the duties, pay, salary and other remuneration for any party to a contract with the Club and to determine with or without compensation any such contract for service or otherwise;
  - XVI. fix the maximum number of persons who may be admitted to each category of Membership of the Club in accordance with this Constitution;
  - XVII. make charges and levies on Members for general or special purposes;
  - XVIII. make donations for patriotic, charitable or community purposes
  - XIX. do all such other things as are incidental or conducive to the attainment of the Club's objects set out in this Constitution.

## **32. BY-LAWS**

1. The Board has power to make By-Laws not inconsistent with this Constitution which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Club's Members, and from time to time to amend or rescind any By-Laws. Without limiting the generality of the Board's power, the By-Laws may relate to the following matters:
  - a) those matters as the Board is specifically by this Constitution empowered to regulate by the By-Law;
  - b) the general management and control of the Club's trading activities;
  - c) the management and control of the Club's premises;
  - d) the management and control of play and dress on the Club's premises;
  - e) the upkeep and control of the Club's property;
  - f) the management and control of all competitions;
  - g) the conduct of Members and guests of Members;
  - h) the approval and admission of a Member to a Provisional Membership period and conditions of such Membership
  - i) the privileges to be enjoyed by Members;
  - j) the relationship between Members and the Club's employees;
  - k) the control and regulation of the Club's sections and committees and their conduct and activities; and
  - l) generally all those matters as are commonly the subject matter of club constitutions or By-Laws or which are not reserved either under the Act, or this Constitution for decision by the Members of the Club in General Meeting.
2. The Board has power to enforce the observance of all By-Laws in accordance with the disciplinary proceedings provisions of this Constitution.
3. 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.

### **33. Meetings of the Board**

1. The Board shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each month.
2. The President may at any time, and the Senior Manager, must upon the request of at least two (2) Directors, convene a meeting of the Board.
3. For the purposes of the Corporations Act, each Director on becoming a Director (or on the adoption of this Constitution), consents to the use of each of the following technologies for holding a meeting of the Board:
  - a. video;
  - b. telephone;
  - c. electronic mail;
  - d. any other technology which permits each Director to communicate with every other Director; or
  - e. any combination of these technologies.

A Director may withdraw the consent given under this Rule in accordance with the Corporations Act.

4. Where the Directors are not all in attendance at one place and are holding a meeting using technology, and each Director can communicate with the other Directors:
  - a. the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
  - b. all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in the one location.

### **34. Minutes**

- I. The Board shall keep minutes of its meetings in a book provided for the purpose and, in particular shall keep a record of:
  - a. the names of the Directors present at each meeting of the Board;
  - b. all officers, employees, committees or sub-committees appointed by the Board; and
  - c. all resolutions and proceedings at all meetings of the Board.

### **35. Chairman**

The President shall preside at every meeting of the Board, however, if at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice- President is not present or is unwilling or unable to act as Chairman then the Board Members present shall elect a Chairman.

### **36. Quorum**

The quorum for a meeting of the Board shall be five (5) Directors present.

### **37. Voting**

- A. Questions arising at any meeting of the Board shall be decided by a majority of votes of Directors present and voting. Any majority decision shall be deemed to be a decision of the Board.
- B. If there is an equality of votes, the Chairman shall have a deciding vote.

### **38. Written resolutions**

- A. The Board may pass a resolution without a meeting of the Board being held if all 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.
- B. For the purposes of Rule 38.A:
  - i. Separate copies of a document may be used for signing by Directors, provided that the wording of the resolution and the statement is identical in each copy;
  - ii. The resolution is passed when the last Director signs the document;
  - iii. a document may be in the form of a facsimile transmission or electronic notification;
  - iv. a facsimile transmission or other document produced by mechanical or electronic means, under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director.
- C. A resolution passed in accordance with Rule 38.A must be included in the minute book.

### **39. Directors' duties and interests**

- A. Each Director owes to the Club the duties set out in Sections 180 to 183 of the Corporations Act.
- B. Any Director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable, declare the nature of the interest at a meeting of the Board.
- C. Any Director who, either directly or indirectly, has an interest in a contract or proposed contract with the Club shall declare the nature of that interest at a meeting, or meetings, of the Board where the contract or proposed contract is to be considered by the Board.
- D. A Director who has a material personal interest in a matter being considered at a meeting of the Board:
  - i. must not be present while the matter is being considered at the meeting; or
  - ii. must not vote on the matter.
- E. The Board shall not pass a resolution for the purpose of Section 195(2) of the Corporations Act exempting a Director from the provisions Rule 39.
- F. Any Director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Act give a written declaration of that interest to the Senior Manager within fourteen (14) days.

- G. A Director must, in accordance with Section 41E of the Act, declare any gift received from an affiliated body (as defined by the Act) if the value of the gift exceeds the amount prescribed by the regulations made under the Act.
- H. All acts done by the Board, a committee, or by any Director shall be valid, notwithstanding that a defect is later discovered in the appointment or qualification of a Member of the Board or a committee.

#### **40. Vacancies on the Board**

- A. The office of Director shall be vacated if the person holding that office:
  - i. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - ii. becomes insolvent, is declared bankrupt or has been convicted of any offence referred to in Section 206B of the Corporations Act;
  - iii. is absent from meetings of the Board for a continuous period of three calendar months, without leave of absence and the Board resolves that the office is vacated
  - iv. resigns from office by notice in writing to the Senior Manager;
  - v. becomes prohibited from being a Director by reason of any order made under the Act or the Corporations Act;
  - vi. ceases to be a Member of the Club;
  - vii. fails to declare the nature of the Director's interest in a contract, office, or property as provided by the Corporations Act;
  - viii. becomes an employee of the Club.
- B. If the number of Members of the Board is reduced below the quorum, the remaining Board Members may act only to fill any casual vacancy or vacancies on the Board in accordance with this Constitution.
- C. In the event that the office of Director (including the office of President, Captain, Vice-President or Vice-Captain) becomes vacant, the Board may in its discretion fill the casual vacancy by either:
  - i. appointing any Member who is eligible to be elected as a Director, to fill the casual vacancy; or
  - ii. holding an election to fill the casual vacancy, by way of ballot conducted as nearly as practicable in accordance with the procedures set out in Rule 30.
- D. Any person appointed or elected in accordance with Rule 40 c., shall only hold office until the conclusion of the next AGM at which the election of Directors is to be declared under this Constitution.
- E. Subject to the provisions of this Constitution, 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 or all of the Directors before the expiration of the period of office to which the Director or Directors have been elected and may by ordinary resolution appoint another person or persons in their place. Any person so appointed shall hold office during such time only as the person whose place they are appointed would have held the same if they had not been so removed.

## PART IV – GENERAL MEETINGS

### 41. General Meetings

- A. The AGM must be held:
  - i. at least once in every calendar year; and
  - ii. within five months of the end of the Financial Year.
  
- B. The business of the AGM shall include:
  - i. the receipt and consideration of the Club's annual financial report, Directors' Report and auditors' report;
  - ii. the election of Directors at each alternate AGM;
  - iii. the appointment of the auditor;
  - iv. any other business included in the notice of meeting.
  
- C. The Board shall, not less than twenty one (21) days before each AGM and in any event within four months of the end of the Financial Year, send to all Members of the Club entitled to attend the AGM, a copy of all reports which pursuant to Section 317 of the Corporations Act are to be laid before the AGM in respect of the Financial Year ended immediately prior to the AGM and without limitation these shall include:
  - i. a copy of the Financial Report of the Club;
  - ii. a copy of the Directors' Report; and
  - iii. a copy of the Auditor's Report on the Financial Report.
  
- D. The Chairman of the AGM shall allow a reasonable opportunity for the Members as a whole present at an AGM to ask questions about or make recommendations to the Board or management of the Club.
  
- E. If the Club's auditor or the auditor's representative is at the AGM, the Chairman must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
  
- F. A Member may elect to receive an electronic copy of the reports set out in Rule 41.c
  
- G. The Board is entitled to place on the Club's website the Club's Annual Report.

### 42. Convening a General Meeting

- A. The Board may convene a General Meeting whenever it thinks fit.
  
- B. The Board must convene a General Meeting on the written request of fifty (50) Voting Members.
  
- C. A request of Members to convene a General Meeting under Rule 42.B shall:

- (i) be in writing;
  - (ii) state any resolution to be proposed at the meeting and state the purpose or purposes of the meeting;
  - (iii) disclose the name and Membership number of each Member making the request;
  - (iv) be signed by each Member making the request;
  - (v) be lodged with the Senior Manager;
  - (vi) may consist of several documents in identical form, each signed by one or more of the Members making the request.
- D. The Board must call a General Meeting within twenty eight (28) days of receiving a valid request to do so and the validity of such request shall be determined by the Board in its absolute discretion. The General Meeting is to be held not later than two months after the request is received by the Club.
- E. If the Board does not call a General Meeting within twenty eight (28) days of receiving a valid request, Members with more than 50% of the votes of all the Members who made the request may call and arrange to hold a General Meeting.
- F. Any meeting called under Rule 42.D or 42.E:
- i. shall, as nearly as practicable, be convened in the same manner as a General Meeting is convened by the Board;
  - ii. must be held within three months of the request being given to the Club.
- G. To call a meeting under Rule 42.D or 42.E, the Members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give to Members the copy of the Register without charge.
- H. Where the object of a General Meeting called under Rule 42.d, is to consider a Special Resolution, the Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as required by the Corporations Act or this Constitution.
- I. A General Meeting must be held for a proper purpose.

#### **43. Notice of General Meetings**

- A. A minimum of twenty eight (28) days notification of the Annual General Meeting (AGM) must be given to Voting Members.
- B. A notice of a General Meeting, including an AGM, must:
  - i. set out the place, date and time of the meeting;
  - ii. state the general nature of the meeting's business;
  - iii. if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.
- C. A copy of a notice of a General Meeting (excluding an AGM) shall also be posted on the Notice Board at least twenty eight (28) days prior to the date of the meeting.
- D. Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless such proceedings are declared to be void pursuant to Section 1322 of the Corporations Act.



#### **44. Members' resolutions**

- A. The rights of Members to propose resolutions at a General Meeting are set out in Section 249N of the Corporations Act.

#### **45. Auditor's right to be heard at General Meetings**

- A. The Club's auditor is entitled to attend any General Meeting.
- B. The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- C. The auditor is entitled to be heard even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.
- D. The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

#### **46. Quorum**

- A. No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
- B. A quorum for a General Meeting convened by the Board shall be thirty (30) Voting Members present. A quorum for a General Meeting convened by way of a request of Members shall be 50 Voting Members present.
- C. If a quorum is not present within thirty (30) minutes after the appointed time for the commencement of the General Meeting, then:
  - i. the meeting, if convened by way of a request of Members, shall be dissolved; or
  - ii. in any other case, the meeting is to be adjourned to a date, time and place determined by the chairman of the meeting.
- D. If at a General Meeting, previously adjourned due to a lack of a quorum, a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the Voting Members present (being not less than ten) will constitute a quorum.

#### **47. Chairman**

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

#### **48. Voting**

- A. A vote put to a General Meeting shall be decided by a show of hands unless a poll is demanded by at least five (5) Members. A demand for a poll may be made either before a vote is taken or before the results of voting on a show of hands is declared or immediately after the results of voting on a show of hands is declared. Any demand for a poll may be withdrawn.
- B. In the case of an equality of votes whether on a show of hands or on a ballot, the Chairman shall have a casting vote.
- C. A declaration by the Chairman that a resolution has been carried, carried by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any such resolution.
- D. When calculating whether a resolution at a General Meeting has been carried, only the votes of Voting Members present and voting on the resolution shall be considered.

#### **49. Adjournments**

- A. The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting (and shall, if directed by the meeting), adjourn the meeting to a specified time, date and place. No business shall be conducted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of the adjourned meeting.
- B. A resolution passed at any adjourned meeting shall be treated as having been passed on the date of that adjourned meeting.

#### **50. Minutes**

- A. The Senior Manager shall keep a record of all resolutions and proceedings at General Meetings and shall within one (1) month of the meeting, cause such a record to be entered in a book provided for that purpose and such record shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next General Meeting and if so signed shall be evidence of the proceedings to which it relates.
- B. Members will be entitled to have access without charge to minutes of resolutions passed at a General Meeting. A copy of such minutes or an extract from the minutes of a meeting of Members will also be available to Members upon written request.

## **PART V – MISCELLANEOUS**

### **51. Proxy votes**

- A. A person shall not as the proxy of another person:
  - i. attend or vote at a General Meeting, a meeting of the Board or a meeting of any committee of the Club; or
  - ii. vote in any election of a Director, or any Member of a committee of the Club.

### **52. Accounts**

- A. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Corporations Act, the Act or any other relevant statute or accounting standards in force from time to time.
- B. The books of account shall be kept at the Club's Registered Office or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection by Directors and any other persons authorised or permitted by the Corporations Act to inspect such records.
- C. The Directors' Report required by the Corporations Act shall include particulars of the number of Members contained in the Register of Members at the end of the Financial Year to which the report relates.

### **53. Financial Year**

- A. The Club's Financial Year shall commence on the first (1<sup>st</sup>) day of April and end on the thirty first (31<sup>st</sup>) day of March the following year, or such other period as the Board determines, in accordance with the Corporations Act.

### **54. Audit**

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

### **55. Senior Manager**

- A. The Board shall appoint a Senior Manager, who shall be the Chief Executive Officer of the Club for the purposes of the Act. The Club shall only have one Senior Manager at any one time.

## **56. Execution of Documents**

- A. The Club may execute any document in accordance with S.127 Corporations Act or with the Club's seal by two (2) Directors, or one (1) Director and the Senior Manager, signing the document.
- B. The Club shall not execute a document or affix the Club's seal except with the authority of a resolution of the Board, or in accordance with authority delegated by the Board in accordance with this Constitution.

## **57. Notices**

- A. Notwithstanding any earlier Rule, the Club may give notice to any person (including a Member) under this Constitution by:
  - I. serving it on the person;
  - II. sending it by post to the person at the person's address shown in the Register of Members, or to an alternative address supplied by the person to the Club;
  - III. sending it to a facsimile number or electronic address supplied by the person to the Club.
- B. A notice sent by post:
  - I. if sent to an address in Australia, may be sent by ordinary post; and
  - II. if sent to an address outside Australia, must be sent by airmail:

and in either case is taken to be received within normal postal delivery period at the time of posting

- C. A notice sent by facsimile or electronic transmission is taken to have been received on the day after it was transmitted.

## **58. Winding up**

- A. Each Member of the Club undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up while he or she is a Member or within one year of the date that he or she ceases to be a Member. This contribution shall be for the payment of the debts and liabilities of the Club before the Member ceased to be a Member and the costs, charges and expenses of winding up.
- B. The Club shall not be dissolved, or wound up voluntarily, except at a General Meeting of the Club specifically convened for the purpose and by a resolution carried by a majority of four-fifths of those Members present and voting.
- C. If the Club is wound up or dissolved and there remains after the satisfaction of all the Club's debts and liabilities, any property whatsoever, that property shall:
  - i. not be transferred, paid to or distributed among the Members;
  - ii. be given or transferred to an institution or institutions that having objects similar to the objects of the Club and which is also not carried on for the profit or gain to its individual Members and which is similarly exempt from income tax.
- D. The institution or institutions referred to in Rule 58.C shall be determined by the Members of the Club in general meeting (by Ordinary Resolution) at or before the time of dissolution, or in default therefore the Supreme Court of New South Wales

## **59. Indemnity of Officers**

- A. The Club shall indemnify each Officer out of the assets of the Club to the relevant extent against any liability incurred by the Officer in or arising out of the conduct of the business of the Club or arising out of the discharge of the Officer's duties.
- B. The Club may make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an Officer against any liability incurred by the Officer in or arising out of the conduct of the business of the Club or arising out of the discharge of the Officer's duties.
- C. In this Rule 59:

liability means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

*to the relevant extent means :*

- i. the extent to which the Club is precluded by law from doing so,
- ii. extent to which any liability arises out of conduct by the Officer that involves a lack of good faith.
- iii. extent to which and for the amount that the officer or employee is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, an insurer under any insurance policy).

## **60. Copy of Constitution**

The Club shall give a copy of this Constitution to a financial Member upon request without charge.

## **61. Amendments to Constitution**

This Constitution may only be amended by a resolution which is approved by the Board and then proposed as a special resolution and passed by seventy five percent (75%) of Members eligible to vote, who are present at a General Meeting for the purpose of the Special Resolution