

I, David Lulham, General Manager, certify that this and the following 30 pages is a true and correct copy of the Constitution of Wyong Golf Club Limited as adopted by special resolution passed at a Special General Meeting of Wyong Golf Club Limited held on 29 November 2017.

David Lulham
Company Secretary

Date

CORPORATIONS ACT

A Company Limited by Guarantee
and not having a Share Capital

CONSTITUTION

OF

WYONG GOLF CLUB LIMITED

A.B.N. 29 000 979 180

CORPORATIONS ACT

A Company Limited by Guarantee

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WYONG GOLF CLUB LIMITED

NAME

1. The name of the Company (hereinafter called “the Club”) is **Wyang Golf Club Limited**.

DEFINITIONS

2. (a) In these Rules unless there be something in the subject or context inconsistent therewith:

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

Authority means the Independent Liquor and Gaming Authority of New South Wales.

Board means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

By Laws shall mean and include Rules.

Club means the abovenamed Company.

Club Licence means a licence granted to the Club under section 10 of the Liquor Act.

Club Notice Board means a board designated as such within the Club premises on which notices for the information of members are posted.

Full Member in relation to the Club means a person who is an Ordinary Member or Life Member of the Club.

Gaming Machines Act means the *Gaming Machines Act 2001* (NSW).

in writing or **written** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

Liquor Act means the *Liquor Act 2007* (NSW).

month means calendar month.

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, Honorary or Temporary member of the Club.

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

Registered Clubs Regulation means the *Registered Clubs Regulation 2015* (NSW).

Secretary includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

Special Resolution has the meaning assigned thereto by the Act.

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend and vote:
- (i) if at the expiration of 28 days from the due date the member's subscriptions or any part thereof payable on that date remains unpaid: or
 - (ii) if any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 28 days from service on the member of a notice from the Club requiring payment thereof: and

in either case he or she shall be and remain unfinancial until payment in full of the amount owing.

INTERPRETATION

- 3. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) The headings in this Constitution are not part of this Constitution and shall not affect their meaning.
- 4. A decision of the Board on the construction or interpretation of this Constitution or on any By-Laws or Rules of the Club made pursuant to this Constitution, or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such 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. The replaceable rules which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
- 6. In this Constitution, unless the context otherwise requires, a reference to a statute, regulation, ordinance, code or other law includes subordinate legislation (including regulations) and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- 7. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

OBJECTS

- 8. The objects for which the Club is established are:
 - (a) To acquire and take over the assets and assume the liabilities of the unincorporated Club known as the Wyong Golf Club.
 - (b) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the

purpose of or capable of being conveniently used in connection with any of the objects of the Club.

- (c) To promote and conduct the game of golf and such other sports, games, amusements and entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.
- (d) To construct, establish, provide, maintain and conduct such golf course playing areas and grounds as the Club 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.
- (e) To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Club.
- (f) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (g) To promote and hold alone or jointly with any other Association, Club or persons golf meetings, competitions, matches and other sports and to offer, give or contribute towards prizes, medals and awards and to 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 shall 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 or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match, sporting event or competition may be awarded to him or her.
- (h) 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 this Club. Provided that the Club shall not subscribe to or support with its funds any Club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of rule 9 of this Constitution.
- (i) To affiliate with Golf NSW Limited and to arrange for the presentation of the Club at any corporation body or bodies formed for the purpose of promoting and/or controlling golf and/or other games, sports and pastimes.
- (j) To obtain and hold a Club Licence or any other licence or licences as may be necessary for the carrying on of the Club's business under the Liquor Act, Registered Clubs Act or any other Act or law for the time being operative and for such purposes to appoint licensees, managers or other officers to hold or manage such licences on behalf of the Club.
- (k) To buy, make, supply, sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports, games or entertainments and all kinds of liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting the course, grounds clubhouse or premises of the Club subject, however, to the provisions of the Registered Clubs Act, Liquor Act and Gaming Machines Act.

- (l) To purchase, take or lease or in exchange or otherwise acquire any lands, buildings, easement, rights of common or property real or personal which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (m) To make, draw, accept, endorse, discount and execute and to issue Promissory Notes, Bills of Exchange, Debentures or other transferable or negotiable instruments of any description.
- (n) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (o) 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 money or for the performance of any obligations and generally to transact all kinds of guarantee business and for the purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (p) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (q) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.
- (r) To hire, employ and dismiss secretaries, clerks, managers, servants and workmen and to enter into arrangements with Golf Professionals, Caterers and others and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities, retainers, fees, subsidies and pensions.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club provided that no portion of the Club premises which are the subject of a license under the Liquor Act shall be leased whilst so licensed.
- (t) 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 out any business capable of being conducted so as to directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any part 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.
- (v) 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.
- (w) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk, accident or fidelity in the course of

their employment by the Club and to effect insurance 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 dependents or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.

- (x) From time to time make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (y) To do all or any of the abovementioned things either singly or in conjunction with any other Corporation, Company, Firm, Association, Club or person and either as principles, agents, contractors, trustees or otherwise.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

WINDING UP

- 9. The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Constitution and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that subject to the provisions of the Registered Clubs Act nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purpose of the Club.
- 10. The liability of members is limited.
- 11. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of any debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
- 12. If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall 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 rule 9 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of the Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

- 13. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act or any other applicable law, a member of the Club, whether or not he is a member

of the governing body, or of any committee, of the Club, shall not be 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 or any other applicable law, a person, other than the Club or its members, shall not be 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, or is granted, a club licence under the Liquor 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, a club licence under the Liquor Act.
 - (d) The Secretary or Manager, or any employee, or a member of the governing body, or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
14. (a) An employee of the Club shall 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 shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
15. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a club licence and 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 shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate gaming machines on the premises of the Club.

CLASSES OF MEMBERSHIP

16. Subject to the provisions of this Constitution relating to Junior Playing Members and Cadet Playing Members, no person under the age of 18 years shall be admitted as a member of the Club.
17. The persons who at the date of the Special Resolution adopting this Constitution are entered in the records of the Club as members and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
18. A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Provisional Member or Temporary Member.
19. (a) Unless and until otherwise determined by the Board, Ordinary Members of the Club shall consist of the following classes:

- (i) Full Playing Members
 - (ii) 6 Day Playing Members
 - (iii) Intermediate Playing Members
 - (iv) Country Playing Members
 - (v) Weekday Playing Members
 - (vi) Intermediate 6 Day Playing Members
 - (vii) Junior Playing Members
 - (viii) Non-Playing Members
 - (ix) Social Members
 - (x) Special Members
 - (xi) Life Members
 - (xii) Staff Members
 - (xiii) Occasional Playing Members
 - (xiv) Cadet Playing Members
 - (xv) Daylight Saving Playing Members
 - (xvi) Non Competition Playing Members
 - (xvii) Family Playing Members
- (b) The Board of the Club may establish within the respective classes of Full Playing Members, 6 Day Playing Members, Intermediate Playing Members, Junior Playing Members, and Weekday Playing Members, one of such categories having unrestricted playing rights and the other category or categories having restrictions imposed on the playing rights of its members.
- (c) The Board of the Club from time to time shall determine the restrictions imposed on the playing rights of the members of each category and prescribe the terms and conditions upon which the members may be transferred from one category to another.

RIGHTS OF MEMBERS

20. The Full Members of the Club entitled to vote at the annual election of the Board of the Club shall at all times comprise not less than 25% of the Full members of the Club.
21. Only the following members may vote in the election of the Board:
- (a) financial Full Playing Members;
 - (b) financial 6 Day Playing Members;
 - (c) financial Intermediate Playing Members;
 - (d) financial Country Playing Members;

- (e) financial Weekday Playing Members;
 - (f) financial Intermediate 6 Day Playing Members;
 - (g) financial Non-Playing Members;
 - (h) financial Social Members;
 - (i) financial Special Members;
 - (j) Life Members;
 - (k) financial Occasional Playing Members;
 - (l) financial Daylight Saving Playing Members;
 - (m) financial Non Competition Playing Members; and
 - (n) financial Family Playing Members.
22. Subject to the requirements of the Registered Clubs Act and any other provision of this Constitution (including rule 14(a)), only the following financial members shall be entitled to attend at General Meetings, including Annual General Meetings, and vote on any resolution (including Special Resolutions):
- (a) financial Full Playing Members;
 - (b) financial 6 Day Playing Members;
 - (c) financial Intermediate Playing Members;
 - (d) financial Country Playing Members;
 - (e) financial Weekday Playing Members;
 - (f) financial Intermediate 6 Day Playing Members;
 - (g) Life Members; and
 - (h) financial Family Playing Members.
23. Subject to rule 52 and any other provision in this Constitution, only
- (a) financial Full Playing Members;
 - (b) financial 6 Day Playing Members;
 - (c) financial Intermediate Playing Members;
 - (d) financial Country Playing Members;
 - (e) financial Weekday Playing Members;
 - (f) financial Intermediate 6 Day Playing Members;
 - (g) Life Members; and

- (h) financial Family Playing Members,
- shall be eligible to be elected to or hold office on the Board.
24. (a) The rights of a member to use the golfing and other facilities of the Club shall be as the board from time to time may determine by By-Law or otherwise.
- (b) Country Playing Members may play in members' competitions except major events defined by the Board for the purpose of this rule.
- (c) Without limiting the general powers of the Board conferred in rule 24(a), all members 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 conduct of gambling policy (as adopted and amended by the Board from time to time).

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

25. The requirements for eligibility of persons for election to the following classes of membership shall be:
- (a) **Full Playing Members**
- Persons who have attained the age of eighteen (18) years and who are elected as Full Playing Members or transferred by the Board from another class of Ordinary membership to Full Playing membership of the Club.
- (b) **6 Day Playing Members**
- Persons who have attained the age of eighteen (18) years and who are elected as 6 Day Playing Members or transferred by the Board from another class of Ordinary membership to 6 Day Playing membership of the Club.
- (c) **Intermediate Playing Members**
- Persons who have attained the age of eighteen (18) years but who are under the age of thirty six (36) years and who are elected as Intermediate Playing Members or transferred by the Board from another class of Ordinary membership to Intermediate Playing membership of the Club.
- (d) **Country Playing Members**
- Persons who are members of an affiliated golf club and whose usual place of residence is in New South Wales and is beyond a radius of one hundred (100) kilometres from the Office and who are elected as Country Playing Members or transferred by the Board from another class of Ordinary membership to Country Playing membership of the Club.
- (e) **Weekday Playing Members**
- Persons who have attained the age of eighteen (18) years who are elected as Weekday

Playing Members or transferred by the Board from another class of Ordinary membership to Weekday Playing Membership of the Club.

(f) **Intermediate 6 Day Playing Members**

Persons who have attained the age of eighteen (18) years but who are under the age of thirty six (36) years and who are elected as Intermediate 6 Day Playing Members or transferred by the Board from another class of Ordinary membership to Intermediate 6 Day Playing membership of the Club.

(g) **Junior Playing Members**

Persons under the age of eighteen (18) years who are elected as Junior Playing Members or transferred by the Board from another class of Ordinary membership to Junior Playing membership of the Club.

(h) **Non-Playing Members**

- (i) Any Full Playing Member, 6 Day Playing Member, Intermediate Playing Member, Country Playing Member, Weekday Playing Member, Intermediate 6 Day Playing Member, or Junior Playing Member who upon application to the Board is transferred to Non-Playing membership of the Club.
- (ii) Non-Playing Members may after a period of 12 months in that category be readmitted to their former category of membership on application to and at the discretion of the Board, provided that on such readmission they shall be liable for payment of any difference in subscriptions paid as a Non-Playing Member and the subscription then payable for the category of membership to which they are readmitted.

(i) **Social Members**

Persons who have attained the age of eighteen (18) years and who are elected as Social Members of the Club.

(j) **Special Members**

Any Ordinary Member of the Club upon whom special membership has been conferred by the Board for services rendered to the Club.

(k) **Life Members**

- (i) Members who have rendered outstanding service to the Club and have been elected as such by resolution carried by at least two thirds of those present and voting at a General Meeting following the submission to such meeting of an appropriate recommendation from the Board.
- (ii) A person elected as a Life Member shall be relieved from payment of any subscriptions or levies but shall have all the rights and privileges of Full Playing Members.
- (iii) Not more than two (2) members shall be made Life Members in any one financial year and there shall not be more than five (5) Life Members at any one time, unless otherwise determined by the members in General Meeting.

(l) **Staff Members**

- (i) Employees of the Club who are elected as Staff Members or transferred by the Board from any other class of Ordinary membership to Staff membership of the Club.
- (ii) Staff Members who cease to be employees of the Club shall forthwith 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.

(m) **Occasional Playing Member**

Persons who have attained the age of eighteen (18) years who are elected as Occasional Playing members or transferred by the Board from another class of membership to Occasional Playing membership of the Club.

(n) **Cadet Playing Member**

Persons under the age of thirteen (13) years who are elected as Cadet Playing members or transferred by the Board from another class of Ordinary membership to Cadet Playing membership of the Club.

(o) **Daylight Saving Playing Member**

Persons who have attained the age of eighteen (18) years whose membership covers only the period of New South Wales Daylight Saving and are elected as Daylight Saving Playing Members or transferred by the Board from another class of membership to Daylight Saving Playing membership of the Club.

(p) **Non Competition Playing Member**

Persons who have attained the age of eighteen (18) years who are eligible to play on the golf course but not enter into any competitions or retain a club handicap and are elected as Non Competition Playing Members or transferred by the Board from another class of membership to Non Competition Playing membership of the Club.

(q) **Family Playing Members**

Persons who are Playing Members of any class of membership and are husband and wife living together, defacto couple living together or a parent and dependent child up to and including the age of eighteen (18) years.

HONORARY MEMBERS

26. The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) Any prominent citizen or local dignitary visiting the Club.
 - (b) Any person who has rendered outstanding service to the Club or holds or who has held a position prominent in the Club, the community or the golfing or other sporting fraternity.
27. Honorary Members shall be entitled to only the social facilities of the Club and shall not be entitled to attend or to vote at meetings of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

28. Honorary Members may be relieved of any obligation or liability with respect to the payment of Entrance Fees and/or Subscriptions at the discretion of the Board.
29. The Board shall have the power to cancel the membership of any Honorary Member without notice and without being required to give any reason.

TEMPORARY MEMBERS

30. The following persons may be made Temporary Members of the Club in accordance with procedures established by the Board from time to time:
 - (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-Law pursuant to this Constitution.
 - (b) Full Members (as defined by the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objectives similar to those of the Club.
 - (c) Full Members (as defined in the Registered Clubs Act) of another golf club affiliated with Golf NSW Limited or of another National or State Association recognised by Golf NSW Limited for the day or days on which they take part in any match, game or competition played on the Club's property on payment of such fee as may be determined by the Board.
 - (d) Any interstate or overseas visitor.
31.
 - (a) Temporary Members shall not be required to pay an entrance fee or annual subscriptions.
 - (b) Temporary Members shall not be entitled to vote at any meetings of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (c) Temporary Members shall not be permitted to introduce guests into the Club.
 - (d) The Secretary of the Club or the Senior Employee on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason.
 - (e) No person under the age of 18 years may be admitted as a Temporary Member of the Club other than pursuant to rule 31(c).
 - (f) Subject to rule 31(g), when a Temporary Member (other than a Temporary Member admitted pursuant to rule 27(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary membership is granted; and
 - (iv) the signature of the Temporary Member.
 - (g) Notwithstanding rule 31(f), in accordance with the Registered Clubs Act an

eligible 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 as the Authority may approve in writing). A person admitted under this rule 31(g) is only required to complete and sign the register on the first day when they enter the Club's premises during that period.

PROVISIONAL MEMBERS

32. (a) Any person who has lodged with the Secretary an application form duly completed in accordance with this Constitution seeking Full membership of the Club and pays to the Club the application or entrance fee (if any) and the subscription appropriate to the class of membership referred to in the application form, may be elected a Provisional Member of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six (6) weeks from the date of lodging the application form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and any application or entrance fee and annual subscription submitted with the application form shall be forthwith returned to the person.
- (c) Provisional Members shall be entitled only to the same rights and privileges as members of the category that they have applied to join, but shall not be entitled to attend or vote at any meetings of the Club, nominate for or be elected to the Board or any office of the club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this rule.

TRANSFER OF MEMBERSHIP

33. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by the member for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for their present membership and the entrance and/or annual subscription applicable to the class of membership to which the member desires to be transferred.

ABSENTEE LIST

34. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside the State. For the purpose of this rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on the Absentee List.

ELECTION OF MEMBERS

35. A person shall not be admitted as a member of the Club, other than as an Honorary Member, a Temporary Member or Provisional Member unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of

the Club. The Board may reject any application for membership without assigning any reason for such rejection.

36. (a) In respect of every application for election to membership of the Club there shall be completed an application form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, indicating the full name, address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by this Constitution of the Club. .
 - (b) No person who is under the age of 18 years shall be admitted as a member of the Club unless the written consent of that person's parent or guardian is provided with the application for membership.
 - (c) The application form shall be signed by the candidate.
 - (d) The application form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate to be exhibited on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least two weeks shall elapse between the proposal of a person for election and their election.
37. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance payment and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.
 - (b) A copy of this Constitution shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

38. Members subscriptions shall be paid annually or if the Board so directs and approves by half yearly instalments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
39. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall not be less than two dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
40. Any candidate elected during the membership year to any class of membership shall in respect of that membership year be entitled to reductions in subscriptions such as the Board of the Club may from time to time prescribe.
41. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default 30 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 and

neither the provisions of rule 46 nor the rules of natural justice or procedural fairness shall apply to any procedure taken pursuant to this rule 41.

42. The Board shall have power to make charges and levies on Ordinary Members for general and special purposes.

PATRONS

43. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to this Constitution shall remain Honorary Members while they remain a Patron.

PERSONAL DETAILS OF MEMBERS

44. Members shall advise the Secretary of the Club of any change of personal details such as change of name, change of address, change of occupation, change of telephone number or any other details relevant to the maintaining of the Club's Register of Members.

REGISTER OF MEMBERS AND GUESTS

45. The Club shall keep the following registers:
- (a) A register of persons who are Ordinary Members and Life Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member and, if they are an Ordinary Member the date on which they last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Honorary Members or Temporary Members other than Temporary Members referred to in rule 30(c). This register shall set forth the name in full and the address of each Honorary Member and each such Temporary Member and where an Honorary Member has been admitted to membership for a limited period, the dates on which the period commences and ends.
 - (c) A register of persons on or over the age of eighteen (18) years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or over the age of eighteen (18) years enters the premises of the Club as the guest of a member the name in full or surname and initials of the given names, and the address, of the guest, the date of that day and the signature of that member provided always if any entry in the register is made on any day in respect of the guest of the member, it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

46. If any member shall refuse or neglect to comply with any of the provisions of this Constitution or the By-Laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render that member unfit for membership, the Board shall have the power to reprimand, suspend for such a period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him or her pursuant to this rule by notice in writing by a prepaid letter posted to his or her last known address at

least fourteen (14) 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 if the member is found guilty.

- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) The voting of the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
 - (e) After the Board has considered all the evidence put against the member, it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (f) If having attended the meeting, the member charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (g) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
 - (h) In the event that a notice of charge is issued to a member pursuant to rule 46(a) the Board shall have the discretionary power to suspend that member from all privileges of the Club until the charge is heard and determined.
47. (a) The Secretary of the Club, or in the Secretary's absence the senior employee of the Club then on duty ("the **Senior Employee**") shall have the power forthwith to remove from the premises of the Club any member:
- (i) who in the opinion of the Secretary or the Senior Employee is then intoxicated, or behaving in a violent, quarrelsome or indecent manner; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the Senior Employee may render the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act, Liquor Act, Gaming Machines Act or regulations thereto or under any other law; or
 - (iii) who in the opinion of the Secretary or the Senior Employee has engaged or used any part of the Club's premises for an unlawful purpose;
 - (iv) who within the meaning of the Smoke-Free Environment Act 2000 (NSW), smokes while on any part of the Club's premises that is smoke free; or
 - (v) who uses, or has in his or her possession, while on the Club's premises any substance that the Secretary or Senior Employee suspects of being a prohibited drug or prohibited plant;

- (vi) whom the Secretary or the Senior Employee, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of the local liquor accord, is authorised or required to refuse access to the Club's premises; or
- (vii) who in the opinion of the Secretary or the Senior Employee has refused or neglected to comply with this Constitution or By-Laws or who has engaged in conduct which may:
 - (A) be prejudicial to the Club's interests; or
 - (B) be conduct unbecoming of a member; or
 - (C) render that member unfit for membership.
- (b) The Secretary or the Senior Employee of the Club who has exercised the power referred to in rule 47(a) shall provide a written report to the Board within seven (7) days of the date of the removal. The report shall set out the facts, matters and circumstances giving rise to the removal.
- (c) Any member so removed shall without further notice be deemed automatically suspended for a period of seven (7) days or such period as the Board in its absolute discretion determines.
- (d) The rules of natural justice or procedural fairness shall not apply in relation to the exercise of the power referred to in paragraph (a) of this rule 47.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 48. (a) A member may at any time by giving notice in writing to the Secretary resign from this membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion being removed from the Register of Members, neglect to pay the entrance or subscription fee or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of that persons membership of the Club or for which that person is or may become liable under rule 11.
- (c) A member who resigns his or her membership of the Club and who makes application to re-join the Club within a period of no more than two (2) years from the date of resignation shall be exempted from payment of a further entrance fee.

GUESTS

- 49. (a) All members other than Temporary Members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by the Club's By-Laws nor shall a member introduce as a guest any person who at that time remains expelled from the Club or who at that time is under suspicion.

- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have the power from time to time to make By-Laws not inconsistent with this Constitution or provisions of the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guests shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) Whilst on the Club's premises a guest shall remain (as far as can reasonably be expected) in the company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A member's guest shall not remain on the premises of the Club after the departure from the Club of the member who countersigned the entry in the Register of Guests in respect of that guest.

BOARD OF DIRECTORS

- 50. (a) Until the conclusion of the 2018 Annual General Meeting, the Board shall consist of a President, Captain, Vice President, Treasurer and 5 other Board members.
- (b) On and from the 2018 Annual General Meeting, the Board shall consist of a President, Captain, Finance Director and 6 other Board members.
- 51. On and from the 2018 election of the Board, the Board shall be elected in accordance with the triennial rule referred to in rule 55. The Board members elected to office prior to the 2018 election of the Board shall, unless otherwise disqualified, hold office until the conclusion of the 2018 Annual General Meeting, but shall be eligible for re-election.
- 52. No member under suspension shall be elected or appointed to office while the member is under suspension or is unfinancial. A member may not be appointed to a committee or perform duties as a committee member while that member is unfinancial or is under suspension

ELECTION OF THE BOARD

- 53. Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Full Playing Members, 6 Day Playing Members, Intermediate Playing Members, Country Playing Members, Weekday Playing Members, Intermediate 6 Day Playing Members, Family Playing Members or Life Members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least seven (7) days before the date of the Annual General Meeting at which the election will be held. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
- 54. Members eligible for election to the Board may be nominated for more than one office and in the event of them 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 this Constitution the order of seniority of offices shall be:
 - (a) Until the conclusion of the 2018 Annual General Meeting:
 - (i) President

- (ii) Captain
 - (iii) Vice President
 - (iv) Treasurer
 - (v) Other Board Members
- (a) After the conclusion of the 2018 Annual General Meeting:
- (i) President
 - (ii) Captain
 - (iii) Finance Director
 - (iv) Other Board Members
55. (a) In this rule 55 only:
- (i) "**general meeting**" means a meeting of the members of the Club at which member of the Board are to be elected (or declared to be elected);
 - (ii) "**triennial rule**" means this rule 55 which provides for the election of the Board in accordance with this rule; and
 - (iii) "**year**" means the period between successive general meetings.
- (b) The Directors elected to the Board in 2018 shall be divided into 3 groups and such groups shall be:
- (i) determined by drawing lots;
 - (ii) as nearly as practicable equal in number;
 - (iii) designated as "group 1", "group 2" and group 3",
- and unless otherwise ceasing to hold office under this Constitution, the Directors:
- (iv) in group 1 shall hold office for 1 year;
 - (v) in group 2 shall hold office for 2 years; and
 - (vi) in group 3 shall hold office for 3 years.
- (c) At each general meeting held while the triennial rule is in force (other than the 2018 general meeting), the number of Directors required to fill vacancies on the Board shall be elected, and shall unless otherwise disqualified, hold office for 3 years.
- (d) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this rule 55 shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (e) The vacancy caused at a general meeting by a person ceasing to hold office under rule 55(d) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to

hold office at the general meeting.

- (f) A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.
- (g) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the general meeting.
- (h) If no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the general meeting and nominations may, with the consent of the nominee, be made orally at the general meeting for the vacancies then remaining. If more than one candidate is nominated for the vacancies, an election by ballot for the vacancies remaining will be held in accordance with By-Laws and until so provided shall be determined by the Board, provided that the ballot shall be counted by a Returning Officer and at least 2 scrutineers appointed by the Board.
- (i) If the number of candidates duly nominated exceeds the number required to be elected, a ballot will be conducted in accordance with By-Laws and until so provided shall be determined by the Board, provided that the ballot shall be counted by a Returning Officer and at least 2 scrutineers appointed by the Board.
- (j) In the event of an equality of votes in favour of two or more candidates the Chairman of the general meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- (k) The Board may from time to time make such By-Laws not inconsistent with this Constitution as it thinks necessary for the conduct of an election and all matters in connection therewith.

POWERS OF THE BOARD

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

57. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full Playing Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the power so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the

Board so far as the same are applicable thereto and are not superseded by this rule or by any regulation made by the Board pursuant to this rule.

- (b) To make such By-Laws not inconsistent with this Constitution as in the opinion of the Board 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 members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by this Constitution empowered 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 management and control of play and dress on the links.
 - (v) The upkeep and control of the links.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of members.
 - (viii) The privileges to be enjoyed by each category of members.
 - (ix) The relationship between members and club employees.
 - (x) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by this Constitution are not reserved either under this Constitution or By-Law for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such a manner as the Board may think fit and from time to time to vary or realise such investments. From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purpose

of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or overall or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but in relation to the disposal or lease of land or buildings belonging to the Club, such disposal or lease shall be subject to the compliance with any applicable requirements of the Registered Clubs Act and Registered Clubs Regulation.
- (j) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (k) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his or her duties.
- (l)
 - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve and amend rules and By-Laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on similar or different basis.
 - (ii) For the purpose of this rule to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
 - (v) Subject as hereinafter provided the constitutions and rules or By-Laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a General Meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.

- (v) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons thereof and with a recommendation as to further action (if any) to be taken by the Board.
58. Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board.

PROCEEDINGS OF THE BOARD

59. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then the Board members present may elect their own chairman.
60. The quorum for meetings of the Board shall be:
- (a) four (4) members personally present if the Board consists of up to seven (7) Directors;
 - (b) five (5) members personally present if the Board consists of more than seven (7) Directors.
61. The President may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.
62. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
63. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
64. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
65. A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
66. A meeting 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.
67. (a) A Director must in accordance with sections 191 or 192 of the Act and section 41C of the Registered Clubs 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, rule 67(b) does not apply to an interest:
 - (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (ii) 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 being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under rule 67(e)1(b)(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) Rule 67(d) does not apply if:
 - (i) 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
 - (ii) 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) In addition, written returns and declarations under sections 41D (disclosure of a financial interest in a hotel), 41E (disclosure of a gift from a body affiliated with the Club) and section 41F (disclosure of a gift from a person or organisation with a contract with the Club) apply as required to each Director.

VACANCIES ON THE BOARD

- 68. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his, her or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed.
- 69. The office of Director shall forthwith be vacated if that person:

- (a) dies;
 - (b) ceases to be a member entitled to hold office on the Board;
 - (c) becomes an employee of the Club;
 - (d) becomes insolvent under administration or is convicted of an offence and sentenced to imprisonment;
 - (e) 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;
 - (f) is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that this office is vacated;
 - (g) by notice in writing given to the Secretary that person resigns from office.
 - (h) is prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or any other law;
 - (i) ceases to be a member of the Club;
 - (j) fails to declare the nature of any material personal interest in a matter referred to in section 191 of the Act or section 41C of the Registered Clubs Act; or
 - (k) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act (provided that this rule 69(k) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act).
70. The Board shall have the power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office for the balance of the term of that member until the next succeeding Annual General Meeting, at which the position may be filled in accordance with the triennial rule specified in rule 55.

GENERAL MEETINGS

71. A General Meeting called the Annual General Meeting shall be held at such time and place as may be determined by the Board but within 5 months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
72. (a) The Board may whenever it thinks fit convene a General Meeting. A general meeting convened by the Board may postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (b) The Board shall on the requisition of not less than five (5) per centum of the members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (i) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

- (ii) If the Board does not within twenty one (21) days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of such deposit.
 - (iii) Any meeting convened under this rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (iv) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
 - (v) A General Meeting called by the Board on the request of the members under this Rule may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
 - (vi) A General Meeting called by the members under this Rule, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
73. Subject to the provisions of the Act relating to special resolutions twenty one (21) days' notice specifying the place, day and hour of the meeting and in the case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

74. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and reports prescribed by section 316 of the Act and to elect in the manner herein-before provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
75. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than fifty (50) members present and entitled to vote and at all other General Meetings and Annual General Meetings shall not be less than twenty five (25) members present and entitled to vote.
76. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such a period shall not exceed 21 days. If at such adjourned meeting a quorum is not present, the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
77. The President shall be entitled to take the Chair at every General Meeting. If the President is

not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Captain shall be Chairman, but if the Captain is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

78. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by the 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.
- (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 at any election of, or of a member of, the Board,
as a proxy of another person.
79. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
80. (a) If a poll is demanded it shall be taken in such a manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
81. The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
82. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the next succeeding meeting and if purporting to be signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

83. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
84. The books of accounts shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for inspection of members of the Board and any other persons

authorised or permitted by or under the Act to inspect such records

85. The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Directors' report and a copy of the Auditor's report for the relevant financial year of the Club.
86. The financial year of the Club shall commence on the first day of October and end on the last day of September in each year or such other period as having regard to the Act, the Board may determine.
87. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

88. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

89. The Board shall provide for the safe custody of the Seal of the Club.
90. The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (a) 2 members of the Board; or
 - (b) one member of the Board and the Secretary.
91. The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (a) 2 members of the Board; or
 - (b) one member of the Board and the Secretary.
92. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given. Nothing in rules 90 or 91 limit the ways in which the Club may execute a document.

NOTICES

93. A notice may be given by the Club to any member either:
 - (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member;
 - (d) by sending the notice to the member by other electronic means (if nominated) by the member; or
 - (e) by notifying the member that the notice is available and how it may be accessed, if the

member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notices.

94. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given on the day following that on which the notice was posted.
- (c) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
- (d) Where a notice is sent under rule 93(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
95. If a member has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this rule, the Australian Capital Territory shall be deemed to be within New South Wales.

INDEMNITY TO OFFICERS

96. (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:
- (i) in relation to a liability owed to the Club or a related body corporate; or
- (ii) in relation to 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) in relation to 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:

- (i) in relation to conduct involving a wilful breach of duty in relation to the Club; or
- (ii) in relation to a contravention of sections 182 or 183 of the Act.

AMENDMENTS TO CONSTITUTION

97. This Constitution can only be amended or replaced by way of Special Resolution passed at a general meeting of the members of the Club. Only members entitled under this Constitution to vote on Special Resolutions shall be eligible to vote on any Special Resolution to amend or replace this Constitution.