

I, Gail Wilson, Honorary Secretary certify that this and the following 27 pages is a true and correct copy of the Constitution of Shoalhaven Heads Golf Club Limited as adopted by Special Resolution passed at the Annual General Meeting of the Club held on 26 March 2014.

Honorary Secretary.....*G Wilson*.....

Date: *27-3-2014*.....

SHOALHAVEN HEADS GOLF CLUB LIMITED

CONSTITUTION

SHOALHAVEN HEADS GOLF CLUB LIMITED

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CORPORATIONS ACT 2001

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

CONSTITUTION

of

SHOALHAVEN HEADS CLUB LIMITED

ACN 003 000 217

NAME

- 1 The name of the company is "Shoalhaven Heads Golf Club Limited".

DEFINITIONS

- 2 (a) In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

"**the Act**" means the *Corporations Act 2001 (Cth)*. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

"**the Board**" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and "member of the Board" means a Director.

"**Chief Executive Officer**" includes Acting Chief Executive Officer, or a person as may be appointed by the Board from time to time.

"**the Club**" means Shoalhaven Heads Golf Club Limited.

"**the Club Notice Board**" or "**the Notice Board**" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted. Any notice or communication to members which is required under this Constitution or the By-Laws to be posted or exhibited in the Clubhouse shall be sufficiently posted or exhibited if posted on the Notice Board.

"**By-laws**" shall mean the By-laws made and adopted by the Board and shall include regulations.

"**Constitution**" shall mean and include Rules.

"**Director**" means a member of the Board.

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

"**golf course**" means the golf course occupied, owned, leased or managed by the Club.

"**Liquor**" has the same meaning as it has in the Liquor Act.

"**the Liquor Act**" means the *Liquor Act 2007 (NSW)*. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions in the Liquor Act or any modifications thereof made by any law in force, at the date which those provisions become binding on the Club shall have the meaning so defined.

"**month**" means calendar month.

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

"**Officer**" means an officer as defined in the Act, and includes all Directors and the Chief Executive Officer.

"**Ordinary member**" means a member of the Club other than a Life member, Honorary member or Temporary member of the Club.

"**the Registered Clubs Act**" means the *Registered Clubs Act 1976 (NSW)*. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

"**Rules**" means this Constitution and By-laws of the Club.

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

"**Triennial Rule**" means the rules for election of a Board of Directors of a registered club pursuant to Schedule 4 of the Registered Clubs Act.

"**Voting Member**" means Life member, or Ordinary member of the Club.

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

(b) A member shall be deemed to be an **unfinancial member** if:

- (i) at the expiration of 30 days from the due date prescribed by the Board, the member's entrance fee and/or subscription or any part thereof payable on that date remains unpaid; or
- (ii) any money (other than the entrance fee and/or subscription) owing by the member to the Club has remained unpaid at the expiration of 14 days from service on the member of a written notice from the Club requiring payment thereof; and

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

3 Words importing the singular number include the plural and vice versa, and words importing the masculine gender include the feminine gender and vice versa.

INTERPRETATION

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

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

- 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 The Club is established for the objects set out in this Constitution.
- 7 (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, a member of the Club, whether or not the person is a member of the Board 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, 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 ownership or occupation of the premises of the Club. .
- (d) The Chief Executive Officer, or an employee, or a member of the Board 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.
- 8 (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. A member who is a contractor of the Club may 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 objects of the Club and shall not be paid to or distributed among the members of the Club.
- 9 (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 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.

OBJECTS

- 10 The objects for which the Club is established are:
- (a) To provide golf links with all accessories necessary for golf links and such other grounds to be used for recreation purposes as may be determined by the Club and also to provide a Clubhouse to contain accommodation for members and their guests with such appointments, facilities and outbuildings as may be considered necessary or desirable and to furnish and maintain the Clubhouse.
- (b) To promote the game of golf and other athletic sports and pastimes.
- (c) To hold or arrange golf or other matches or competitions and to offer and grant or contribute towards the provision of prizes and distinctions.
- (d) To subscribe to or become a member of and co-operate with any other club or association whether incorporated or not, the objects of which are similar in whole or in part to those of the Club and which prohibits the distribution of its property and income to members to an extent at least as great as that provided in this Constitution in respect of the Club.

- (e) To purchase, hire, make or provide and maintain all kinds of equipment relating to the construction, preparation or maintenance of golf courses, and to provide equipment and places for the playing or conduct of any other athletic game, activity or sport.
- (f) To purchase, lease or otherwise acquire any land or buildings easements or real or personal property which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
- (g) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (h) To receive on deposit, borrow, raise and secure payment of money in such manner and on such terms and conditions as may be thought fit and to give mortgages and liens over the property real and personal of the Club and to issue debentures and debenture stock, perpetual or otherwise, or charges upon all or any of the Club's property, to purchase, redeem or pay off any such mortgages, liens, debentures and charges.
- (i) To sell, dispose of, let, demise, mortgage or give in exchange any land or other property belonging to the Club for such consideration and upon such terms and conditions as may be thought fit, subject to any requirements contained in this Constitution and the Registered Clubs Act.
- (j) To invest and deal with the moneys of the Club not immediately required for the furtherance of its objects upon such securities or investments and in such manner as may from time to time be determined by the Board.
- (k) To hire and employ, secretaries, clerks, managers, employees and workers and to pay to them and other persons in return for services rendered to the Club, salaries, wages or other remuneration, honoraria or gratuities; provided that no payment or part payment of any Chief Executive Officer, secretary, manager or other officer or employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied by it.
- (l) To raise money by entrance and other fees and subscriptions or donations or in any other manner and to grant any rights and privileges to members.
- (m) To provide social amenities and to hold social functions for members and in particular for the purpose of raising funds to further the objects of the Club.
- (n) To obtain and hold a club licence or such other licence(s) as required for the sale of liquor or any other commodity for which a licence may be required, and to make all such payments and do all such things as may from time to time be necessary to enable it to maintain or obtain renewals of any such licence.
- (o) To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, debentures or any other negotiable or transferable instruments.
- (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 of the Club.
- (q) To make donations for any purpose and to any person or organisation.
- (r) To insure against damage, loss, or destruction and other risks any insurable property of the Club and to effect workers compensation insurance, insurance in respect of accidents or injuries to employees by fidelity guarantee insurance and other insurances as may be necessary or desirable and to establish or aid in the establishment and support of associations, institutions, funds and trusts intended to provide benefits (including pensions) for employees and past employees of the Club and their dependants.
- (s) To exercise any of the aforementioned powers either singly or in conjunction with any other corporation, firm, association, club or person and as principal, agent, contractor, trustee or otherwise.

- (t) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of the Club.
- (u) To do all such lawful acts, deeds and things as may be necessary, or convenient for, or incidental to the aforementioned objects or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

- 11 The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as 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 or among the members of the Club; provided that subject to the Registered Clubs Act, nothing herein shall prevent the payment in good faith of remuneration to any officer or employee of the Club or any member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club, or the repayment to any member of out-of-pocket expenses incurred by that member on behalf of the Club.

WINDING UP

- 12 The liability of the members of the Club is limited.
- 13 Every member of the Club undertakes to contribute to the assets of the Club, in the event of the Club being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of any debts or any liabilities of the Club contracted before he or she 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 \$6.
- 14 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which 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 this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

- 15 The Board may approve the maximum number of members of the Club, including the maximum number of members permitted within each class of membership.
- 16 Subject to this Rule, the persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
- 17 A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member or Temporary member.
- 18 The persons who at the date of the Special Resolution adopting this Constitution are entered into the Register of Members in the class appearing below shall remain in that class, (subject to the right of individual members to seek a transfer to another class of membership if eligible for that class of membership under this Constitution and the By-Laws and subject to payment of any additional entrance and/or subscription fee). Until otherwise determined by the Board, the Ordinary membership of the Club shall consist of the classes appearing below.

(a) Playing Members (b) Provisional Playing Members (c) Country Playing Members (d) Student Playing Members (e) Senior Playing Members (f) Five Day Playing Members (g) Non-Playing

Members(h) Social Members(i) Special Members(j) Honorary Life Members(k) Foundation Members(l) Foundation Life Member(m) Fiscal Life Members(n) Staff Members(o) Junior Members

- 19 Each class of membership of the Club shall be open to both sexes, subject to the eligibility requirements of each class of membership.
- 20 Amateur golfers only shall be eligible for election or to continue as members. Professional golfers may be admitted as Honorary Members.
- 21 The members of the Club entitled to vote at the election of the Board shall at all times comprise not less than a majority of the Full members of the Club.

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

- 22 The requirements for eligibility of persons for election to the following classes of membership shall be:

(a) Playing Members

Persons who have attained the age of 21 years and who are elected as Playing Members of the Club or transferred by the Board from another class of Ordinary Membership to Playing Membership of the Club.

(b) Provisional Playing Members

Persons who have attained the age of 21 years and who are elected as Provisional Playing Members of the Club or transferred by the Board from another class of Ordinary Membership to Provisional Playing Membership of the Club.

(c) Country Playing Members

Persons who have attained the age of 21 years and whose usual place of residence is in New South Wales and is beyond a radius of 120 kilometres from the Club House and who are elected as a Country Playing Member or transferred by the Board from another class of Ordinary Membership to Country Playing Membership of the Club.

(d) Student Playing Members

Persons over the age of 18 years and under the age of 25 years who are elected by the Board to the Student Playing Membership of the Club who are currently enrolled in a Full or Part Time course at School, TAFE, University or other recognized education facility.

- (i) Student Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership nor shall they have any part in the management of the Club.
- (ii) Student Members shall pay an annual subscription in accordance with Article 33.

(e) Senior Playing Members

Any person who has been a member of the Club for 25 years or who has reached the age of 65 years and has been an Ordinary Member of the Club for a period amounting in the aggregate to 20 years or more who on application to the Board classified as a Senior Playing Member.

(f) Five Day Playing Members

- (i) Persons who have attained the age of 21 years and who are elected as Five Day Playing Members of the Club or transferred by the Board from another class of Ordinary Membership to Five Day Playing Membership of the Club.
- (ii) Five Day Playing Members shall play on the course only on days other than Saturdays, Sundays and Public Holidays, and shall pay an entrance fee and annual subscription which is equal to two-thirds of the entrance fee and annual subscription payable by Playing Members.

(g) Non-Playing Members

- (l) Any Playing, Provisional Playing, Country Playing, Senior Playing, Foundation Playing 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 3 months in that category be re-admitted to their former category of membership on application to and at the discretion of the Board, provided that on such re-admission they shall be liable for the payment of any difference in subscriptions paid as Non-Playing Member and the subscription for the category to which they be re-admitted.

(h) Social Members

Persons who have attained the age of 18 years and who are elected as Social Members of the Club or transferred by the board from another class of Ordinary Membership to Social Membership of the Club.

- (i) Social Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club or nominate persons for membership.
- (ii) Social Members may make application to the Board to be admitted to other membership categories, subject to payment of any subscriptions associated with that category.

(i) Special Members

Any ordinary Member of the Club upon whom Special Membership has been conferred by the Board for services rendered to the Club.

(j) Honorary Life Members

- (i) Members who have rendered outstanding service to the Club and have been elected as such by resolution carried by a two-thirds majority 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 an Honorary Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Playing Members.
- (iii) Not more than 2 members shall be elected to Honorary Life Membership in any one financial year and there shall not be more than 7 Honorary Life Members at any one time, unless otherwise determined by the members in general meeting.

(k) Foundation Members

- (i) Those first members of the Club who have attained the age of 21 years and who are members of the Shoalhaven Heads Golf Club and who were subsequently elected by the Board to Foundation Membership of the Club.
- (ii) Foundation Members shall be entitled to all the rights and privileges of Playing Members.

(l) Foundation Life Member

- (i) Any person who has attained the age of 21 years and who has subscribed one of the following amounts to the Club within the first 12 months of incorporation :
21 years and under 50 years: \$2000.00 or (a) If over 50 years and under 60 years: \$1000.00 or (b) If over 60 years : (c) If over 60 years : \$500.00
- (ii) A person who subscribes to be a Foundation Life Member shall be relieved from payment of any subscription or levies but shall have all rights and privileges of Playing Members.

(m) Fiscal Life Members

- (i) Any person who has attained the age of 21 years and who has subscribed the amount of \$11,000.00 to the Club by January 31st 2012 (or such amount and date as from time to time determined by the Board)

- (ii) A person who subscribes to be a Fiscal Life Member shall be relieved from payment of any subscription or levies (except Golf Association Affiliation fees) but shall have all rights and privileges of Playing Members.

(n) Staff Members

- (i) Employees of the Club who have attained the age of 18 years and 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 cease to be Staff Members of the Club but may be at the discretion of the Board be transferred to another class of Ordinary Membership of the Club.

(o) Junior Members

Any person who has not attained the age of twelve (12) years or such younger age as the Board may in its discretion determine and who are under the age of 18 years and who are elected as Junior members of the Club.

- (i) Junior Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.
- (ii) Junior Members are permitted to use only those licensed areas of the Club for which an authority under the Registered Clubs Act 1976 (NSW) is in force but shall not be served with or consume alcohol in the Club.
- (iii) Junior Members shall pay an annual subscription as determined by the Board
- (iv) Junior Members upon reaching the age of 18 years may make application to the Board to be admitted to other membership categories of Club provided that those who have been Junior Members of the Club for not less than 2 years will not be required to pay entrance fee.

RIGHTS OF MEMBERS

23 (a) Voting members shall be the only members of the Club entitled to vote at General Meetings on all resolutions including Special Resolutions.

- (b) Voting members shall be the only members of the Club entitled to vote with respect to the election of the Board.
- (c) Full members who are not Voting members who have attained the age of 18 years may attend at General Meetings but are otherwise not entitled to vote on any matter.

24 Subject to Rule 8(a), each financial Voting member who is entitled to vote shall have one vote

25 (a) The rights of members or classes of members to use the golf course and other facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.

- (b) Without limiting the general powers of the Board conferred in paragraph (a), all members acknowledge and accept that the Board has power 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 the Club's responsible service of alcohol policy (as approved by the Board).

LIFE MEMBERS

26 (a) On the recommendation of the Board, any person being an Ordinary member of the Club may at any General Meeting be elected a Life member of the Club without special payment for such Life

membership. A two-thirds majority of those present and voting at any such General Meeting shall be necessary for such election.

- (b) A Life member retains all rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member (subject to Rules 45 and 46) without any further payment annual or otherwise except in respect of the guarantee contained in Rule 13.

HONORARY MEMBERS

- 27 (a) The following persons may be made Honorary Members of the Club in accordance with procedure as established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club; and
 - (iii) Professional golfers.
- (b) Honorary Members shall be entitled to use the facilities of the Club as determined by the Board from time to time but shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred; and
 - (iv) the date on which Honorary Membership is to cease.
- (d) Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscription.
- (e) The Board shall have power to cancel the membership of any Honorary Member without notice and without being required to give any reason.

TEMPORARY MEMBERS

- 28 The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
 - (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's defined premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (b) A Full member of any other registered club and which has objects similar to those of the Club;
 - (c) A Full member of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; or
 - (d) An interstate or overseas visitor.
- 29 (a) Temporary members may be required to pay an entrance fee or other charges as determined by the Board from time to time.

- (b) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club.
- (d) Either the President, the Captain, any 2 members of the Board, the Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
- (e) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to Rule 28(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 28(c)) first enters the Club's premises on any day the following particulars shall be entered in the Club's Register of Temporary members:
 - (i) the name in full, or the surname and initials, of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.
- (g) Notwithstanding rule 29(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, 7 consecutive days (or for such longer period as the Casino, Liquor & Gaming Control Authority may approve in writing). A person admitted under this Rule 29(g) is only required to complete and sign the register on the first day when they enter the Club's premises during that period.

ELECTION OF MEMBERS

- 30 A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary member, unless that person is elected to membership at a meeting of the Board, or a duly appointed membership committee of the Club, the names of whose members present and voting at that meeting are recorded by the Chief Executive Officer. The Board may reject any application for membership without assigning any reason for such rejection. The Board has power to make By-Laws regulating all matters in connection with the election of members not otherwise provided for in this Constitution.
- 31 Subject to the discretion of the Board contained in Rule 33(b), every candidate for any class of membership of the Club shall be proposed and seconded by any Full members of the Club who have attained the age of 19 years and who each have not less than 12 months standing as a Full member of the Club.
- 32
 - (a) On the Board receiving an application for membership, the name of the candidate shall be entered by the Chief Executive Officer in a Waiting List Register, in a form approved by the Board.
 - (b) Separate Waiting Lists shall be established, if deemed by the Board to be necessary, for each class of membership. The procedures for processing nomination or deferral of applicants on the Waiting List shall be in accordance with By-Laws approved by the Board.
 - (c) The Board may determine from time to time that a registration fee is payable by proposed candidates for membership whose names are entered on the Waiting List, such registration fee will not be refundable but will be credited towards the amount of the entrance fee (or first annual subscription where no entrance fee is payable) payable by the applicant.

- 33 (a) When directed by the Board, the Chief Executive Officer shall issue to a candidate for membership, a nomination form for membership which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The nomination form shall be signed by the proposer and seconder and the candidate and be supported by such references as the Board may determine from time to time. However, the Board may from time to time, waive any or all requirements pertaining to the proposer, seconder and references on a case by case basis.
- (c) The nomination form shall be lodged with the Chief Executive Officer who shall as soon as is practicable cause the name, address and occupation of the candidate and names of the candidate's proposer and seconder to be displayed 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 2 weeks shall elapse between the proposal of a candidate for election and the candidate's election.
- 34 When a person has been elected to membership the Chief Executive Officer 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 payment of the first subscription (or payment of the first instalment of either or both of them, as the case may be, and as may be permitted by the Board in accordance with Rule 36), such person shall become a member of the Club and shall be bound by this Constitution and the Club's By-Laws, provided nevertheless that if such entrance fee and subscription is not paid (or, if permitted by the Board, payment of the first instalment of either or both of them, as the case may be, is not paid) within 30 days 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.

TRANSFER OF MEMBERSHIP

- 35 (a) The Board, at its discretion, may on written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any subscription paid by or payable by the member for the financial year and may be required to pay the difference between the entrance fee and/or subscription applicable to the member's present class of membership and the entrance fee and/or subscription applicable to the class of membership to which the member desires to be transferred.
- (b) Members shall notify the Chief Executive Officer of any change in circumstance which renders them ineligible to continue to remain in the class of membership which they occupy. Any person who in the reasonable opinion of the Board ceases or has ceased to be eligible as aforesaid may be removed by resolution of the Board from such class with or without notice and transferred to another class of membership at the discretion of the Board, and such person shall upon change of class of membership become liable to pay any additional entrance fee and/or or subscription determined by the Board to be payable by the member as a result of such change.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- 36 Members subscriptions shall be paid annually in advance or, if the Board so directs and approves (and subject to an additional cost as may be determined by the Board), by monthly, quarterly or half-yearly instalments in advance. Entrance fees shall be paid in accordance with Rule 34, but the Board may permit payment of the entrance fees by instalments. 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.
- 37 The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members shall be not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.

- 38 Any candidate elected during the Club's financial year to any class of membership shall in respect of that financial year pay the annual subscription on a pro-rata basis for the period of the financial year then remaining.
- 39 If the entrance fee and/or subscription or any part thereof, or any other money or part thereof, of any member is not paid within a period of 30 days from the date on which it falls due for payment, the Chief Executive Officer shall give to the member in default 14 days written notice within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and the person's name shall be removed from the Register of members of the Club and neither the provisions of Rule 45 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule. For the avoidance of doubt, the Chief Executive Officer is not bound to give a default notice under this Rule in respect of non-payment of the entrance fee by the due date.
- 40 The Board shall have power to make levies on Ordinary members for general or special purposes provided such levy is approved by the Club in General Meeting.
- 41 The Board shall have power to impose charges on Ordinary members.

PATRONS

- 42 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 thereby be deemed to be Honorary members of the Club and subject to this Constitution shall hold office until the following Annual General Meeting. Not more than 2 Patrons shall hold office at any one time.

CONTACT DETAILS OF MEMBERS

- 43 A member must advise the Chief Executive Officer of any change in his or her contact details.

REGISTERS OF MEMBERS AND GUESTS

- 44 The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.
 - (b) A register of persons who are Honorary members.
 - (c) A register of persons who are Temporary members.
 - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

DISCIPLINARY PROCEEDINGS

- 45 If a member refuses or neglects 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 in the opinion of the Board, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:
- (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing by a prepaid letter posted to his or her last known address at least 14 clear days before the meeting of the Board at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge.
 - (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, and is entitled to call witnesses in his or her defence.

- (c) If any notice of charge against a member is issued in consequence of a complaint by a Board member (other than a complaint from another member who is not a Board member but which the Board member is passing on for the information of the Board) of conduct of the member charged, or if any Board member is a party to the complaint, that Board member or those Board members shall not be entitled to hear or vote upon the matter.
 - (d) The voting by the members of the Board present at such meeting shall be by secret ballot if requested by any member of the Board, and no resolution by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the members of the Board present vote in favour of such resolution.
 - (e) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
 - (f) After the Board has considered all the evidence put against the member it shall come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board shall inform the member prior to considering any penalty.
 - (g) The member charged shall be given a further opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (h) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
 - (i) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board shall have power to immediately suspend that member from all privileges of the Club until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member shall be notified in writing to that member.
- 46 (a) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty ("the **senior employee**"), has power to suspend any person's membership and remove that member from the Club's premises:
- (i) who in the opinion of the Chief Executive Officer or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the Club's premises in the opinion of the Chief Executive Officer or the senior employee may render the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act or the Liquor Act; or
 - (iii) who in the opinion of the Chief Executive Officer or the senior employee has engaged or used any part of the Club's premises for an unlawful purpose; or
 - (iv) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer suspects of being a prohibited drug or prohibited plant; or
 - (vi) whom the Chief Executive Officer or the senior employee then on duty, 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 a local liquor accord, is authorised or required to refuse access to the Club's premises; or
 - (vii) who in the opinion of the Chief Executive Officer or the senior employee has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.

- (b) The Chief Executive Officer or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board within 7 days of the date of the removal and suspension of the member. The report will set out the facts, matters and circumstances giving rise to the removal and suspension.
- (c) Any suspension of a member pursuant to paragraph (a) of this Rule shall continue until further notice is given to the member by the Board in accordance with Rule 45.
- (d) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 47 (a) A member may at any time by giving notice in writing to the Chief Executive Officer resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Chief Executive Officer
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription 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 may at the Board's discretion remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

- 48 (a) All members other than members under the age of 18 years and Temporary members shall have the privilege of introducing guests to the Club.
- (b) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club, restrictions concerning days and/or times during which guests may use the golf course.
- (e) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member, the following particulars shall be entered in the Club's Register of guests:
 - (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;

- (iv) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently re-enters the premises of the Club on that day as the guest of that member.

THE BOARD

- 49 (a) Prior to the conclusion of the 2014 Annual General Meeting, the Board shall consist of a President, Vice President, Honorary Secretary, Honorary Treasurer, Captain and not more than 4 other Directors (who shall be referred to as "**Ordinary Directors**").
- (b) From the conclusion of the 2014 Annual General Meeting, the Board shall consist of a President, Vice President, Honorary Secretary, Honorary Treasurer, Captain and not more than 4 other Directors (who shall be referred to as "**Ordinary Directors**").
- 50 (a) The 2014 election of the Board and all successive elections of the Board shall be pursuant to the operation of the Triennial Rule as provided for in Schedule 4 of the Registered Clubs Act. Only Voting members shall be entitled to vote at the election of the Board.
- (b) Subject to Rules 50(c), 50(d), 50(e) and 50(f), the members of the Board shall hold office as follows:
- (i) The members elected or appointed to the Board prior to the 2014 Annual General Meeting shall retire at the conclusion of the 2014 Annual General Meeting but shall be eligible for re-election.
- (ii) The members elected to the Board at the 2014 Annual General Meeting will be divided into 3 groups as follows:
- (1) The groups:
- (A) shall be determined by drawing lots;
- (B) shall be as nearly as practicable equal in number; and
- (C) shall be designated as group 1, group 2 and group 3.
- (2) Unless otherwise disqualified, the members of the Board:
- (A) in group 1 shall hold office for 1 year; and
- (B) in group 2 shall hold office for 2 years; and
- (C) in group 3 shall hold office for 3 years.
- (iii) At each Annual General Meeting subsequent to the 2014 Annual General Meeting, the number of members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- (iv) For the purposes of this Rule 50(b), "**year**" means the period between successive Annual General Meetings.
- (c) Subject to Rules 50(d), 50(e) and 50(f):
- (i) A member is ineligible for nomination, election or appointment to the position of Ordinary Director if that member has served 6 consecutive years on the Board (excluding any period during which the member held the offices of President, Vice President, Honorary

Secretary, Honorary Treasurer or Captain) immediately prior to the proposed election or appointment.

- (ii) A member is ineligible for nomination, election or appointment to the position of President or Vice President if that member has served 3 consecutive years in that office immediately prior to the proposed election or appointment;
 - (iii) A member is ineligible for nomination, election or appointment to the position of Captain if that member has served 3 consecutive years in that office immediately prior to the proposed election or appointment;
 - (iv) A member is ineligible to be nominated, elected or appointed to the position of Honorary Secretary or Honorary Treasurer if that member has served 3 consecutive years in that office immediately prior to the proposed election or appointment; and
 - (v) For the purposes of this Rule 50(c), "year" means the period between successive Annual General Meetings.
- (d) The disqualifications against nomination, election or appointment for relevant positions on the Board referred to in Rule 50(c) shall be calculated for consecutive years of relevant positions on the Board held only from the 2014 election of the Board or to any appointment to the Board only from the 2014 election of the Board.
 - (e) For the avoidance of doubt, the disqualifications from nomination, election or appointment in Rule 50(c) do not apply in relation to any period of relevant office on the Board which were held by a member prior to the 2014 election of the Board.
 - (f) Notwithstanding Rules 50(c) and 50(d), an incumbent member of the Board (who would otherwise be disqualified from nomination, election or appointment) may be nominated, elected or appointed to any position on the Board if at an election of the Board no other eligible member is nominated for that position.
 - (g) Only financial Ordinary members and Life members, shall be eligible for election or appointment to the Board.

ELECTION OF THE BOARD

51 The election of the Board shall take place in the following manner:

- (a) Nominations for election to the Board must be made in writing signed by 2 Voting members who are with the nominee's written consent and delivered at least 21 days prior to the Annual General Meeting to the Chief Executive Officer who shall post the names on the Notice Board as soon as practicable after the close of nominations.
- (b) (i) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this Constitution, the order of seniority of offices shall be:
 - (A) President;
 - (B) Vice President
 - (C) Honorary Secretary;
 - (D) Honorary Treasurer;
 - (E) Captain;
 - (F) Ordinary Director.

- (ii) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting and those who continue in office under the Triennial Rule shall fill any vacancy as a casual vacancy in accordance with the Triennial Rule.
- (iii) If there are insufficient nominations, the additional number required may be proposed and seconded at the Annual General Meeting, subject to the nominee's or nominees' eligibility to stand for election and subject to the nominee's or nominees' consent.
- (iv) In any ballot under this Rule, the counting of votes for each office shall proceed in the order of seniority referred to in sub-paragraph (b)(i) of this Rule, and if a candidate receives the highest number of votes in a ballot for a senior office, any votes cast in his or her favour in a ballot for any junior office shall not be counted.
- (v) If the number of candidates nominated exceeds the number required to be elected, a ballot shall be taken and conducted in the manner set out as per the By-Laws.

POWERS OF THE BOARD

- 52 The Board shall be responsible for the management of the business and affairs of the Club.
- 53 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 (other than this power of delegation) to committees consisting of such member or members of the Board or such 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 powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President and Captain shall have the right to be ex officio members of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote. The meetings and proceedings of any committee consisting of 2 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 and control of the trading activities of the Club;
 - (iii) the management, upkeep and control of the Club's premises and the golf course;
 - (iv) the management and control of play and dress on the Club's property and the golf course;
 - (v) the management, control, upkeep and development of the Club's property;
 - (vi) the management and control of all competitions;

- (vii) the conduct of members;
 - (viii) the privileges to be enjoyed by each class of member;
 - (ix) the relationship between members and the Club's employees;
 - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club's privileges or any of them or otherwise as it 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 thinks 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 it thinks fit.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (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 money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
 - (i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all 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.
 - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not real property belonging to the Club. The Board shall not dispose of any real property belonging to the Club unless the proposed disposition shall have first been approved by a special resolution at a General Meeting. Any disposal of real property by the Board must also be in compliance with section 41J of the Registered Clubs Act.
 - (k) Subject to the Liquor Act and Registered Clubs Act, the defined/licensed areas of the Clubhouse may not be leased.
 - (l) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of employment of such Chief Executive Officer and to specify and define his or her duties.
 - (m) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise
 - (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for

membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.

- (n) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the golf course or premises.
- (o) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (p) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

BY-LAWS

- 54 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 for 7 days.

SECTIONS AND COMMITTEES

- 55 The Board may permit any section created under this Constitution 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 or Australia 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.
- 56 A person is ineligible to be a member of any section created under this Constitution unless he or she is a financial member of the Club.
- 57 The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution 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.
- 58 Subject to the general control and supervision of the Board, each such section or committee created under this Constitution 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 or committee shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- 59 Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution 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 the members of the section shall have effect unless and until it has been approved by resolution of the Board.
- 60 Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee shall at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

- 61 The Board may meet together for the despatch 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 as Chairman at every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then the Vice President shall preside as Chairman. If the Vice President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.

- 62 The quorum for a meeting of the Board will be five members of the Board. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
- 63 The President may at any time and the Chief Executive Officer upon the request of not less than 3 members of the Board shall convene a meeting of the Board.
- 64 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 to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 65 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 member or 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.
- 66 All acts done by any meeting of the Board 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.
- 67 A resolution in writing signed by all the 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 identical wording each signed by one or more members of the Board.
- 68 (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "**Material personal interest**" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (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 paragraph 68(e)(i) in relation to the matter); and

- (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (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) Sections 41C (disclosure of a material personal interest in a matter that relates to the affairs of the Club), 41D (disclosure of a financial interest in a hotel), 41E (disclosure of a gift from a body affiliated with the Club) and 41F (disclosure of a gift from a person or organization with a contract with the Club) of the Registered Clubs Act apply to each director.

VACANCIES ON THE BOARD

- 69 The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) except in the case of that person being the President or the Captain, is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Chief Executive Officer, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;
 - (i) ceases to be a member of the Club; or.
 - (j) fails to declare the nature of any material personal interest in a matter referred to in sections 191 and 192 of the Act or in sections 41C, 41D, 41E and 41F of the Registered Clubs Act".
- 70 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next Annual General Meeting. The vacancy caused at the Annual General Meeting by the person ceasing to hold office under this Rule 71 shall be filled by election at the Annual 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 Annual General Meeting.

GENERAL MEETINGS

- 71 A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the

Club's financial year. All general meetings other than Annual General Meetings shall be called General Meetings.

- 72 The Board may whenever it thinks fit convene a General Meeting and it shall, on the request of not less than 5 per cent of or 100 (whichever is the lesser) members of the Club having at the date of the deposit of the request at the Office of the Club a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions shall have effect:
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office of the Club and may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50 per cent of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as 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 is required by the Act.
 - (d) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (e) Any reasonable expenses incurred by the members in convening any such meeting under this Rule shall be repaid to the members by the Club.
- 73 Subject to the provisions of the Act relating to Special Resolutions, at least 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 provided by this Constitution 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 to 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 Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

- 74 The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner hereinbefore 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 unless a quorum of members is present at the time when the meeting proceeds to business. At any Annual General Meeting or General Meeting called by the Board or on the requisition of members, 30 members entitled to attend and to vote at the meeting shall form a quorum.
- 76 If within 15 minutes from the time appointed for any General Meeting a quorum is not present the meeting if convened upon the request 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 period shall be less than one month. If at such adjourned General 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 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall be entitled to Chair the meeting. If the Vice President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board to Chair the meeting.

- 78 (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or at least 5 members) and in the case of an equality of votes whether on 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 any committee thereof; or
 - (ii) vote at any election of, or of a member of, the Board, as the 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 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 immediately.
- (b) A demand for a poll may be withdrawn.
- 81 The Chairman of a General 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 any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month 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 month of the meeting in a book provided for that purpose and any such Minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so 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 account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
- 85 Subject to sections 298, 315 and 316A of the Act, the Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send, or make available, to each Full member of the Club:
- (a) a copy of the financial report required under section 295 of the Act,
 - (b) a copy of the directors' report required under sections 298 and 300B of the Act; and
 - (c) a copy of the auditor's report required under section 308 of the Act.
- 86 The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or, subject to the Act, be for such other period as 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.

CHIEF EXECUTIVE OFFICER

- 88 (a) The Board shall appoint an Acting Chief Executive Officer, or such other person as may be appointed by the Board, who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.
- (b) Should the office of Chief Executive Officer become vacant, or should the Chief Executive Officer be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Chief Executive Officer.
- (c) At any time there shall only be one Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

- 89 (a) If the Club maintains a seal, then the Board shall provide for safe custody of the seal
- (b) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Chief Executive Officer.
- (c) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Chief Executive Officer.
- (d) The Club may only fix the Seal to a document after a resolution of the Board to that effect.

NOTICES

- 90 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.
- 91 (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) 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.
- 92 If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia 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.

INDEMNITY TO OFFICERS

- 93 (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (i) conduct involving a willful breach of duty in relation to the Club; or
 - (ii) a contravention of Sections 182 or 183 of the Act.

GENERAL

- 94 This Constitution shall be read and construed subject to the provisions of the Act and 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 said Acts, those provisions shall be inoperative and have no effect.

COPY OF CONSTITUTION

- 95 The Club will give a copy of this Constitution to any full member within 7 days if that member:
- (a) Asks the Club, in writing, for a copy; and
 - (b) Pays a fee (up to the fee prescribed by the Act) if required by the Club.