



CONSTITUTION

CATALINA COUNTRY CLUB LIMITED
ABN 20 000 256 155

CORPORATIONS ACT 2001

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

CONSTITUTION
of
CATALINA COUNTRY CLUB LIMITED
ABN 20 000 256 155

NAME

1. The name of the company (referred to as “the club”) is “Catalina Country Club Limited”.

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

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

“**Biennial General Meeting**” means every second Annual General Meeting in which the Board is elected in accordance with its Constitution.

“**the Board**” means the members for the time being of the Club’s Board of Directors.

“**By-law**” means any rule or set of rules made by the Board or by a delegated Committee of the Club, including but not limited to policies, regulations, protocols, procedures and Section constitutions.

“**Competition fee**” means a charge that is made for entry to a competition, and which is in part a fee for services other than the course which are provided by the Club in order to run a competition, and partly any contribution to prizes which is payable by the competitor.

“**Constitution**” means and includes rules.

“**Core Property**” includes the licensed premises of the club, any other facility provided by the club for the use of its members and their guests or staff, and any other property declared by a resolution passed by a majority of the members present at a general meeting of the club to be Core Property of the club. It does not include any property that is specifically declared not to be Core Property of the club by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club.

“**Course**” means the golf course occupied, owned or managed by the Club.

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

“**Director**” means a member of the Board.

“**Facility**” includes any land or buildings owned by the Club which are for the specific use of Members or Staff, including but not limited to the course, hard surfaced car parks, the Golf Shop, and maintenance and storage areas.

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

“**full member**” means a person who is an ordinary member or a life member of the Club.

“**General Meeting**” includes Annual General Meeting.

“**Golfing Member**” means a full member who is entitled to play on the Club’s golf course.

“**green fee**” means a charge for the provision and preparation of the golf course, which is payable for any round or session of golf by a person not having a golfing membership which provides exemption on the particular day of play.

“**in writing**” and “**written**” include any mode of representing or reproducing words, figures, drawings or symbols in a visible form, including email and other internet messaging services in which both the author and the addressee are identified.

“**Licensed Premises**” of the Club are as defined in the Club’s Liquor License, being in essence the Clubhouse and its immediate environs.

“**Liquor Act**” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act howsoever that provision may be amended in that legislation.

“**month**” means calendar month.

“**non-core property**” includes any land owned by the Club which is contiguous with the course but which is outside any staked or marked out-of-bounds line of the course and which is not a facility of the Club.

“**the office**” means the registered office for the time being of the Club.

“**officer**” means an officer as defined in the Act.

“**ordinary member**” means a member of the Club other than a life member, honorary member, temporary member or provisional member.

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

“**seal**” means the common seal of the Club.

“**Secretary**” includes Acting Secretary, Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

“**Section**” of the Club means a sub-set of the body of Members, created by the Board in keeping with this Constitution, and which maintains a list of its members.

“**Special Resolution**” has the same meaning as in the Act.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therefrom,

is conclusive and binding on all members of the Club, subject to that construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

5. The “replaceable rules” contained in the Act are excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. Unless the context or subject matter otherwise requires:
 - (a) Words indicating the male gender include the female gender and vice versa; and
 - (b) Words indicating the singular include the plural and vice versa.
7. Headings and the index are included for convenience only and do not form part of this Constitution.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

8. The Club is established for the objects set out in this Constitution.
 - (a) The Club is a non-proprietary Club.
 - (b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
 - (c) Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
 - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9. An employee of the Club must not vote at any meeting of the Club or of the Board or at an election of the Board, or hold office as a member of the Board.
10.
 - (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under section 23 of the Registered Clubs Act.
 - (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years must not use or operate poker machines on the premises of the Club.
11. Voting by proxy is not permitted:

- (a) At any election of the Board;
- (b) At any meeting of the Board or of a committee of the Club; or
- (c) At any General Meeting.

OBJECTS

12. The objects for which the Club is established are:

- (a) To promote and conduct the game of golf and such other amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient.
- (b) To construct, establish, provide, maintain and conduct such golf courses, playing areas, grounds and facilities as the 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.
- (c) To purchase, hire, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights or privileges or other property whether real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club and to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club.
- (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (e) To raise money by application fees, subscriptions and other charges or levies payable by members and to grant rights and privileges to members.
- (f) To promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sports, and to offer, give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments, provided that no member of the Club or other person will receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club. The Club may make a financial contribution to any amount awarded to the successful competitor.
- (g) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club.
- (h) To affiliate with the New South Wales Golf Association or other sporting associations and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting or controlling golf or other games, sports and pastimes.
- (i) To buy, make, supply, sell, repair and deal in all kinds of apparatus or materials used in connection with golf and any other sports or recreation and all kinds of provisions and refreshments both liquid and solid required or used by the members of the Club or other persons using the Clubhouse, golf course and grounds.

- (j) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (k) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the real or personal property of the Club.
- (l) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee, and for that purpose to give such persons or companies security over the real or personal property of the Club, both present and future.
- (m) To indemnify any person or persons, whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give that person or person mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (n) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such investments and in such manner as may be deemed fit and from time to time to vary and realise those investments.
- (o) To appoint, employ, remove or suspend such managers, clerks, secretaries, contractors and other persons as may be necessary or desirable for the purposes of the Club.
- (p) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (q) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club, or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (r) To sell or dispose of the undertaking of the Club or any part thereof, for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (s) To make payments towards insurance, pensions or allowances for any purpose and to establish or support any organisation intended to benefit past or present employees of the Club or their dependents.
- (t) To make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (u) To make donations for charitable, benevolent or patriotic purposes.
- (v) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act, the Gaming Machines Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a Secretary to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.
- (w) To do all or any of the above mentioned things either alone or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agent, contractor, trustee or otherwise.

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

WINDING UP

14. The liability of the members of the Club is limited.
15. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$10.
16. If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

MEMBERSHIP

17. Intentionally deleted.
18. A majority of Full Members of the Club must at all times have the right to vote at the election of the Board.
19. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
20. A person who is under the age of 18 years will not be admitted to any class of Ordinary membership except a class of Junior Playing membership or Cadet membership.
21. All classes of membership are open to both genders.

22. Classes of Ordinary Membership will include Golfing Memberships, Junior/Cadet Golfing Memberships, Social Memberships, and Special Membership.

There must be at all times a 7-day Golfing Membership which entitles a member to play the course without being charged green fees on any day of the week. The Board may from time to time determine other Golfing classes of Ordinary Membership which limit this privilege to specified days of the week or to some other time and/or age limited arrangement.

There must be at all times Junior Golfing and Cadet Golfing classes of membership, to receive those under 18 years of age.

There must be at all times at least one Social class of ordinary membership. The Board may from time to time determine more Social classes of ordinary Membership.

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

ORDINARY MEMBERSHIP

24. The requirements for election to classes of Ordinary membership are:

(a) **Golfing Memberships**

A person who has attained the age of 18 years and who is elected to any class of Golfing membership of the Club

(b) **Cadet Golfing Membership**

A person under the age of 18 years who is elected by the Board to Cadet Golfing membership of the Club.

(c) **Junior Golfing Membership**

A person who is under the age of 18 years and who is elected by the Board to Junior Golfing membership of the Club and who has in the opinion of the Board achieved a level of play as well as an understanding of the rules and etiquette of the game sufficient to be allowed to compete in regular adult competitions.

(d) **Social Memberships**

A person who has attained the age of 18 years and who is elected by the Board to a Social membership of the Club.

(e) **Special Membership**

An Ordinary Member of the Club upon whom Special membership has been conferred by the Board for services rendered to the Club. Notwithstanding anything in this Constitution, the Board will have power to determine the rights to be offered to each Special Member including the right to stand for election to the Board.

LIFE MEMBERSHIP

25. (a) Life Members are members who have rendered outstanding service to the Club and have been elected as such by a special resolution carried by a 75% majority of

those members present and voting at a General Meeting, following the submission to that meeting of an appropriate recommendation from the Board.

- (b) Not more than 2 members will be elected to Life membership in any one financial year of the Club, unless otherwise determined by the members in General Meeting.

RIGHTS OF MEMBERS

26. A Life Member will have all the entitlements, rights and privileges of the category of membership from which they were admitted to Life Membership. In addition, a Life member will be exempt from payment of subscriptions or levies in respect of the category of membership from which they were admitted to Life membership.

27. (a) Golfing Members with the exception of Cadet and Junior members, and Special Members who are financial members, will be entitled:

- (1) to attend and to vote on all matters at general meetings.
- (2) to vote at the election of the Board.
- (3) to stand for election to the Board once they are of two years standing.
- (4) to propose or second a member for election to the Board.
- (5) to speak for or against or vote on any special resolution to amend this Constitution.

(b) Social Members will be entitled:

- (1) to attend all general meetings.
- (2) to vote on ordinary motions at any general meeting.
- (3) to vote at the election of the Board.

but they are **not** entitled to:

- (1) propose or second a member for election to the Board.
- (2) stand for election to the Board;
- (3) speak for or against or vote on any special resolution to amend this Constitution.

28. Each member who is entitled to vote has one vote, but cannot vote by proxy.

29. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law provided no Golfing member, Life Member, or Special Member will be charged green fees when playing at times within those specified in their membership class or conditions.

(b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member of other person (either with or without that member's or person's agreement) in accordance with:

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

HONORARY MEMBERSHIP

30. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (a) The Patron or Patrons for the time being of the Club;
 - (b) Any prominent citizen or local dignitary.
31.
 - (a) The Board may exempt Honorary Members from any obligation or liability with respect to the payment of entrance fees and subscriptions.
 - (b) Honorary Members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Honorary Members are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
 - (d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:
 - (1) The name in full, or the surname and initials, of the Honorary Member;
 - (2) The residential address of the Honorary Member;
 - (3) The date on which Honorary membership is conferred;
 - (4) The date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

32. The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time:
 - (a) A person whose ordinary place of residence in New South Wales is at least 5 kilometres from the Club's premises or a greater distance as the Board may determine by by-law;
 - (b) A full member (as defined in the Registered Clubs Act) of any other Club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose in 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;

- (d) An interstate or overseas visitor.
- 33.
- (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.
 - (b) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.
 - (d) A person under the age of 18 years will not be admitted as a temporary member other than pursuant to Rule 32(c).
 - (e) When a temporary member (other than a temporary member admitted pursuant to Rule 32(c) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
 - (1) the name in full, or the surname and initials, of the temporary member;
 - (2) the residential address of the temporary member;
 - (3) the date on which temporary membership is granted;
 - (4) the signature of the temporary member.

PROVISIONAL MEMBERSHIP

- 34.
- (a) A person may be admitted to provisional membership of the Club pending the Board's decision in relation to his or her application for ordinary membership. The requirements for admission to provisional membership are:
 - (1) The person has applied for a class of ordinary membership on the Club's application form; and
 - (2) The person has paid the appropriate entrance fee (if any) and subscription.
 - (b) Should a person who is admitted as a provisional member not be elected to ordinary membership of the Club within 6 weeks from the date of depositing the application form at the office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a provisional member. The entrance fee (if any) and subscription submitted with the application form will be returned to that person.
 - (c) If the Board approves the application for membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of ordinary membership applied for.

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

GUESTS

- 35. (a) Other than those members under the age of 18 years, members will have the privilege of introducing guests to the Club. However, a temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the temporary member is a responsible adult.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member will be responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club. For example, the By-laws may prescribe the maximum number of times each member may introduce a guest or the maximum number of guests whom each member may introduce.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest. In the case of a guest of a temporary member, that person must remain in the Company and immediate presence of the temporary member.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
 - (1) The name in full, or the surname and initials of the given names, of the guest;
 - (2) The residential address of the guest;
 - (3) The date of that day;
 - (4) The signature of that member.
- (i) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for any entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

PATRON

36. (a) The members in a General Meeting may appoint up to 3 patrons or remove any or all of them from time to time upon a recommendation being made by the Board to the meeting.
- (b) A Patron who is not a full member of the club will be deemed to be an Honorary member while he or she remains a Patron.

ELECTION OF MEMBERS

37. A person must not be admitted as an ordinary member of the Club unless that person is elected to membership at a meeting of the Board or of a duly appointed committee, the names of those Board or committee members present and voting that meeting being recorded by the Secretary.
38. Deleted.
39. (a) Every application for ordinary membership must be on an application form approved by the Board.
- (b) The application form will contain those particulars which the Board may determine from time to time. The application form will as a minimum include the full name, address and occupation of the applicant and a statement that the applicant, if admitted, will be bound by the Club's Constitution.
- (c) The application form must be signed by the applicant and, in the case of an applicant who has not attained the age of eighteen (18) years, the signature of a parent or guardian of the applicant.
- (d) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with the joining fee (if any) and the appropriate subscription and evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (e) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (f) Applications for Golfing memberships must be countersigned by two (2) members, who have been golfing members for at least two (2) continuous years immediately preceding the date of the application, in support of the application.
- (g) The appropriate entrance fee (if any) and subscription may be lodged with the application form.
- (h) The Secretary must cause the name and address of the applicant to be displayed on the club noticeboard or in some other conspicuous place in the clubhouse for a continuous period of not less than 7 days before the election of the applicant as an ordinary member.

- (i) An interval of at least 14 days must elapse between the application for election and the applicant's election.
 - (j) The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected applicant the amount of the entrance fee (if any) and subscription lodged with the application.
 - (k) The Board has power to make By-laws regulating all matters in connection with the election of a member not otherwise provided for in this Constitution.
40. When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

TRANSFER OF MEMBERSHIP

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

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

42. Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not specifically provided for in this Constitution.
43. (a) The Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club. However, the amount payable by ordinary members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board has power to impose levies and charges on members for general or special purposes.
44. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
45. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member.
- (b) If the member pays the subscription or other money within one month after the due date of payment, that member will again be a financial member.
- (c) If the subscription or other money remains unpaid after one month from the due date for payment (or any further time which the Club in its absolute discretion may

permit), the defaulting member will lose all privileges of membership and will cease to be a member of the Club.

ABSENTEE LIST

46. 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 Australia or residing outside Australia. The member will be placed on an Absentee List.

ADDRESSES OF MEMBERS

47. A member must advise the Secretary of any change in his or her postal address, and email address (if any), within seven (7) days of changing their address as recorded in the register referred to in Rule 48(a) or, in the case of email address, as recorded in the member's most recent application for membership of the Club.
48. The Club will keep the following registers pursuant to the Registered Clubs Act:
- (a) A register of persons who are full members of the Club, which sets out the name in full, the occupation and address of each full member, the date on which the entry of the member's name in the register is made 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 Club's premises as guests of members.

DISCIPLINARY PROCEEDINGS

49. (a) The Board has power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
- (1) Has refused or neglected to comply with any provision of this Constitution or by the By-laws; or
 - (2) Is guilty of any conduct which is prejudicial to the Club's interests; or
 - (3) Is guilty of any conduct which is unbecoming of a member; or
 - (4) Is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
- (1) The Club must give written notice to the member of any charge against that member under this Rule, at least 7 clear days before the meeting of the Board at which the 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.

- (2) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (3) At the meeting at which the charge is heard, the member charged is entitled to call a witness or witnesses in his or her defence. The member charged is not entitled to cross-examine any witness or to obtain a copy of any evidence provided by a witness that is not called by the member charged.
 - (4) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless at least a two thirds majority of the Directors present vote in favour of that resolution.
 - (5) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any written representations made to it by the member charged.
 - (6) 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.
 - (7) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (8) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(1) the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
- (d) The Board may appoint a disciplinary committee consisting of not less than 3 Directors to exercise the Board's powers in relation to disciplinary proceedings. A quorum for a meeting of the disciplinary committee is 3 Directors.
50. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has power to temporarily suspend any person's membership:
- (1) who in the opinion of the Secretary or the senior employee is intoxicated, violent, quarrelsome or indecent whilst on the premises of the Club; or
 - (2) whose presence on the Club's premises in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to penalty under the Registered Clubs Act or the Liquor Act; or

- (3) who has engaged or used any part of the Club's premises for an unlawful purpose; or
 - (4) who has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member; or
 - (5) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free; or
 - (6) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or
 - (7) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) Any person whose membership has been suspended must not enter or remain on the Club's licensed premises.
 - (c) The Secretary or the senior employee who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of the suspension of the member. The report must set out the facts, matters and circumstances giving rise to the suspension.
 - (d) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to Rule 49 or for seven days, whichever is the earlier.
 - (e) Any member suspended as in section 50 (a) but who has not been subsequently charged by the Board will be entitled, on request, to have the matter reviewed by the Board.
 - (f) Any member who did not attend when their charge was heard and who was suspended at that hearing will not have their privileges restored until interviewed by the General Manager or his or her deputy.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 51. (a) A member may at any time by giving notice in writing to the Club resign from membership of the Club. The member's resignation will take effect from the date on which it is received by the Club.
- (b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, neglecting to pay the entrance fee or suspension, or for any other reason) will upon and by reason of that cessation of membership forfeit all rights as a member of the Club. However, the person will remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.
- (c) When a person ceases to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members.

THE BOARD

- 52. (a) The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of seven (7) elected Directors, consisting of

the President, Vice-President, Captain and four (4) Ordinary Directors, plus any Director(s) appointed by the elected Directors under the provisions and restrictions of section 31 of the Registered Clubs Regulations 2015 which imposes a maximum of two appointees serving at any one time. Appointed Directors may be Golfing or Social Members of the Club. For the purposes of this section, "elected Directors" includes any Director invited by the Board to fill a casual vacancy.

- (b) A person appointed under subclause (a):
 - (i) may be appointed for a term of no more than 3 years
 - (ii) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment
 - (iii) is not eligible for re-appointment under subclause (a), including re-appointment after the end of that term.
- (c) Within 21 days of an appointment being made under subclause (a), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states:
 - (i) the reasons for the person's appointment
 - (ii) the person's relevant skills and qualifications
 - (iii) any payments to be made to the person in connection with his or her appointment.

53. The seniority of office will be:

- (a) President
- (b) Vice-President
- (c) Captain
- (d) Ordinary Director.

54. A person will not be elected to the Board or fill a casual vacancy on the Board unless that person is a Golfing Member, a Life Member or where the Board so determines, a Special Member, of at least two years standing prior to the election of Directors. This rule does not apply to Directors appointed by the Board of Directors under the provisions of the Registered Clubs Regulations.

55. A member is ineligible to be nominated for election to the Board if that member:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge under this Constitution and has been found guilty of that charge within the period of 2 years immediately prior to the date determined for the next Biennial General Meeting; or
- (b) has at any time been convicted of an indictable offence; or
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct.

56. A member who is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as

holder of an office or member of any committee, while the member remains not financial or during the period of the suspension. A member who already holds office as a Director and is suspended will be able to perform only the duties of a Director until his or her term of office expires and will not be able to enjoy the benefits of membership whilst suspended.

57. (a) The Board shall be elected biennially in accordance with this Constitution.
- (b) A retiring Director will (subject to this Constitution) be eligible for re-election.

ELECTION OF THE BOARD

58. The election of the Board, when required, will be conducted in the following manner:

- (a) Each nomination for positions must be in writing and signed by a proposer and seconder who must each be either a financial member in any of the classes of Golfing Member excepting Junior or Cadet membership, or a Life Member. The nomination form must be signed by the nominee who will therein state that he or she consents to the nomination.
- (b) Nominations will close not less than 28 days prior to the Biennial General Meeting.
- (c) The Secretary will as soon as practicable after the close of nominations post the names of the duly nominated candidates on the Club Noticeboard.
- (d) Members eligible to be nominated for the Board may be nominated for more than one office. In the event of the candidate being elected to the senior office, he or she will be deemed to have been eliminated from candidature to the junior office. The order of seniority of offices is: President, Vice-President, Captain and Ordinary Directors.
- (e) If at the close of nominations the number of candidates nominated for any office is the same as the number to be elected to that office, the Candidate or candidates so nominated will be declared elected at the Biennial General Meeting.
- (f) If at the close of nominations the number of candidates nominated for any office is less than the number to be elected to that office, the candidates so nominated will be declared elected at the Biennial General Meeting. Further nominations for that office will be called for at the meeting, and if the number of candidates so nominated exceeds the number required for the office, a ballot for the office will be conducted in accordance with the requirements listed in paragraph (g). If there is still a vacancy in any position on the Board at the end of the Biennial General Meeting, the vacancy will be a casual vacancy which the Board may fill in accordance with Rule 83.
- (g) If at the close of nominations the number of candidates nominated for any office exceeds the number required to be elected to that office, a ballot for the office will be held subject to the following requirements:
- (1) the ballot will be counted by the Secretary or Returning Officer and at least two scrutineers (who will not be candidates) appointed by the Board;
 - (2) a candidate for office is ineligible to be appointed as the Returning Officer or as a scrutineer;
 - (3) in the event of an equality of votes in favour of 2 or more candidates, the Returning Officer will draw lots between the candidates having an equality of votes so as to ensure the election of the number required to fill the vacancies.

- (4) Not less than 14 days prior to the date of the Biennial General Meeting, the Secretary or Returning Officer will send or make available to every member of the Club entitled to vote for election of the Board, a ballot paper, each containing in the order determined in this Constitution the names of the duly nominated candidates for each office and each initialled by the Secretary or the Returning Officer.
 - (5) The Secretary or Returning Officer will give or send to every member of the Club to whom the ballot paper or ballot papers is or are given or sent, 2 envelopes, one marked "Ballot Paper" and the other envelope addressed to the Secretary or the Returning Officer.
 - (6) The Secretary or Returning Officer will record the name of each member of the Club to whom the ballot paper or ballot papers and envelopes are given or sent.
 - (7) Any member of the Club to whom the ballot paper or ballot papers was or were given or sent and who satisfied the Secretary or Returning Officer that the ballot paper or ballot papers were not received by him or were spoiled by him will be given a further ballot paper or ballot papers as the case may be.
 - (8) The non-receipt of the ballot paper or ballot papers or any of them by a member of the Club eligible to vote will not invalidate the ballot.
 - (9) The position of the names of candidates on the ballot paper will be determined by lot by the Secretary or Returning Officer.
 - (10) A member of the Club will record the vote in the following manner:
 - (A) The member will insert the appropriate number on the ballot paper in order of preference opposite the names of candidates he wishes to be elected, provided that the failure to indicate preferences after the first preference will not invalidate the vote.
 - (B) The ballot paper or ballot papers will be placed inside the envelope marked "Ballot Paper" and the envelope sealed.
 - (C) The member will print his name on the outside of the envelope addressed to the Secretary or Returning Officer and sign his name thereon.
 - (D) The envelope marked "Ballot Paper" will be sealed and placed inside the envelope addressed to the Secretary or Returning Officer, which will be given or sent to the Secretary or Returning Officer so that he receives it not later than 6:00pm 2 clear days prior to the date of the Biennial General Meeting or such other time as may be fixed by the Board.
 - (E) Failure to comply with the foregoing will render the vote invalid.
- (h) The ballot papers and the envelopes will be opened by the Secretary or the Returning Officer and the scrutineers in such manner that the secrecy of the ballot will be maintained and that they will ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.

- (i) (1) The Secretary or the Returning Officer and the scrutineers will first examine each ballot paper and any invalid ballot papers will be discarded from the ballot but will not be destroyed.
 - (1) The decision of the Secretary or Returning Officer and the scrutineers as to the validity of any ballot paper will be final.
 - (2) After the ballot papers have been examined, they will be counted by the Secretary or the Returning Officer and the scrutineers.
 - (3) Votes will be counted as follows:
 - (A) Only the first preference for the candidates for the office of President, Vice President and Captain will be counted unless a person elected to higher office has also stood for lower office in which case the first preferences recorded in favour of the candidate so elected will be disregarded and the next available preference shall be recorded.
 - (B) Only the first four preferences for candidates for the office or ordinary board member shall be counted unless a person elected to higher office has also stood for office as an ordinary board member in which case the first preferences recorded in favour of the candidate so elected shall be disregarded and the next available preferences shall be recorded.

59. The Board has the power to make By-laws regulating all matters in connection with the conduct of any election not otherwise provided by this Constitution.

POWERS OF THE BOARD

- 60. The Board is responsible for the management of the Club's business and affairs.
- 61. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:
 - (a) To delegate any of its powers (other than this power of delegation) to committees consisting of those Directors or full members of the Club as it thinks fit and may revoke that delegation.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as it thinks fit.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the club's affairs and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (d) To determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.

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

BY-LAWS

62. The Board has power to make By-laws not inconsistent with this Constitution which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Club's members, and from time to time to amend or rescind any By-laws. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) Those matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) The general management and control of the club's trading activities;
 - (c) The management and control of the Club's premises;
 - (d) The management and control of play and dress on the Club's premises;
 - (e) The upkeep and control of the Club's property;
 - (f) The management and control of all competitions;

- (g) The conduct of members and guests of members;
 - (h) The privileges to be enjoyed by members;
 - (i) The relationship between members and the Club's employees;
 - (j) The control and regulation of the Club's sections and committees and their conduct and activities; and
 - (k) Generally all those matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the members of the Club in General Meeting.
63. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provision of this Constitution.
 64. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the club noticeboard.
 65. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on those terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
 66. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
 67. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
 68. Subject to the Board's absolute control and supervision, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). Each section or committee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.
 69. The constitutions and by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by a resolution of the Board.
 70. A committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless the Board prescribes otherwise.
 71. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

72. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each month. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose. Unless circumstances do not permit, at least three (3) business days' notice of any Board meeting should be provided to the Directors of the Club.
73. 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.
74. The President is entitled to preside as the chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, the Vice-President will be entitled to preside as the chairman. If the Vice-President is not present or being present is unwilling or unable to act, the Directors present may elect their own chairman.
75. The quorum for a meeting of the Board is 4 Directors if there is no appointed Director in post, or 5 Directors if one or two appointed Directors are in post.
76. The President (or, in his or her absence, the Vice-President) may call a meeting of the Board at any time. The Secretary must call a meeting of the Board upon the request of not fewer than 3 Directors.
77. Subject to this Constitution, questions arising at any meeting of the Board will be decided by vote. For a motion to succeed, the number of votes for the motion must be equal to or greater than a simple majority of the full Board which is the number of elected Director positions plus as many appointed Directors as happen to be in post at the time. The Chair shall not have a casting vote.
78. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director in person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
79. The Board may pass a resolution without a meeting of the Board being held if:
- (a) an email or other electronic message stating the motion is issued to all Directors who are not on leave, and
 - (b) all Directors who are sent the message vote unanimously for the resolution.
- The resolution is determined when the last Director responds. The resolution will be as valid and effectual as if it had been passed at a meeting of the Board duly called and held on that date.
- Declaring to be "on leave" is the responsibility of the Director in question, and cannot be determined by any other person or by the Board.
80. (a) A Director must in accordance with sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.

- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
- (c) Without limiting the application of section 191(2) of the Act, paragraph (b) does not apply to an interest:
 - (1) Which the Director has as a member of the club and which is held in common with the other members of the club; or
 - (2) Which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the club (but only if the contract does not make the club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (1) Must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (2) Must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
 - (1) The Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (2) The Australian Securities and Investments Commission has declared or ordered in accordance with section 196 of the Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

80A. REGISTERED CLUBS ACCOUNTABILITY CODE

80A.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 80A.

80A.2 For the purposes of this Rule 80A, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with Top Executives

80A.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (a) the top executive's terms of employment
- (b) the roles and responsibilities of the top executive
- (c) the remuneration (including fees for service) of the top executive

- (d) the termination of the top executive's employment.

80A.4 Contracts of employment with top executives will not have any effect until each is approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts with Directors or Top Executives

80A.5 The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

80A.6 A "pecuniary interest" in a company for the purposes of Rule 80A.5 does not include any interest exempted by the Registered Clubs Act.

Contracts with Secretary and Managers

80A.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager, or
- (b) any close relative of the Secretary or a manager, or
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

Loans to Directors and Employees

80A.8 The Club must not:

- (a) lend money to a director of the Club, or
- (b) unless otherwise permitted by the Registered Clubs Act and Regulations, lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

Restrictions on the Employment of Close Relatives of Directors and Top Executives

80A.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

80A.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

Disclosures by Directors and Employees of the Club

80A.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club;

- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the Club.

80A.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 80A.11.

Provision of Information to Members

80A.13 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

VACANCIES ON THE BOARD

- 81. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her place. The member so appointed will hold office only until the conclusion of the next Biennial General Meeting.
- 82. 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) 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 Club, 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 qualification by which that person was appointed to or elected to office;
 - (j) Ceases to be a financial member; or
 - (k) Ceases to be a full member;
 - (l) Is removed at a general meeting by the members of the Club in accordance with Rule 81 and the members do not appoint a replacement Director at the meeting.
83. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy, provided that the position of President, Vice President and Captain must be filled by a current Director of the Club, unless he or she is unwilling to serve in the position. If none of the current Directors is willing to serve in the position of President, Vice President or Captain, then the Board may appoint any eligible member to the position. The member so appointed will hold office only until the conclusion of the next Biennial General Meeting.
84. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

85. A general meeting known as the Annual General Meeting will be held at least once in every calendar year at such date, time and place as the board may determine, but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings will be known as General Meetings.
86. (a) The Board may whenever it thinks fit call a General Meeting.
- (b) Not less than 5% of the members of the club or 100 members of the club (whichever is the lesser) who have a right to vote at General Meetings, may request the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:
- (1) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the office;
 - (2) separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
 - (3) If the Board does not within 21 days from the date of deposit of the request duly proceed to call the meeting to be held not later than 2 months after the deposit, members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting;
 - (4) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than 3 months from the date of deposit of the request.

87. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the date, time and place for the meeting. The club's Auditor must also receive notice of the meeting.
- (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.
- (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

88. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (a) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote: and
- (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 50 members of the Club who are present and entitled to vote.
89. (a) If the required quorum is not present within 30 minutes from the time appointed for any General Meeting, the meeting:
- (1) if called upon the request of members will be dissolved; or
- (2) in any other case will be adjourned to either the same day in the next week at the same times and at the same place or to any other date, time or place which the Board specifies.
- (b) If the required quorum is not present at the resumed meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

90. The business of any Annual General Meeting may include:
- (a) confirmation of the minutes of the previous General Meeting;
- (b) receipt and consideration of the reports prescribed by section 317 of the Act;
- (c) election (if required) of the Board;
- (d) appointment (if required) of the Auditor;
- (e) any business of which due notice has been given;
- (f) any business approved by the meeting.

91. The President is entitled to preside as the chairman at any General Meeting. If the President is not present within 15 minutes after the appointed time for the meeting or being present is unwilling or unable to act, the Vice-President will be entitled to preside as the chairman. If the Vice-President is not present within 15 minutes after the appointed time or being present is unwilling or unable to act, the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the appointed time or being present is unwilling or unable to act, the members present will elect one of their number to preside as the chairman.
92. At a General Meeting, a poll on any resolution may be demanded by the chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the chairman will have a second vote in addition to a first vote.
93. At a General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
94.
 - (a) If a poll is demanded at a General Meeting, the poll must be taken in that manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
 - (b) A demand for a poll may be withdrawn.
 - (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and that determination made in good faith will be final and conclusive.
95.
 - (a) The chairman of a General Meeting at which a quorum is present may with the consent of the meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
 - (b) No business will be transacted at any resumed meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (c) A resolution passed at any resumed meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
 - (d) When a meeting is adjourned, new notice of the resumed meeting is required only if the meeting is adjourned for one month or more.
96. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

97. The Board must cause written financial records to be kept with respect to the Club's financial affairs in accordance with the Act and the Registered Clubs Act.
98. The financial records will be kept at the office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the

inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records.

99. 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 to each member of the Club, but subject to section 316 of the Act, either:
- (a) A copy of the financial report required under section 295 of the Act, a copy of the directors' report required under section 298 of the Act and a copy of the auditor's report required under section 308 of the Act; or
 - (b) A copy of the concise report that complies with section 314(2) of the Act.
100. The club's financial year will commence on the first day of July and end on the last day of June in each year.
101. The club will appoint an Auditor in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act.
102. Deleted.

SECRETARY

103. The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

104. The Board must provide for the safe custody of the seal.
105. The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
- (a) Two Directors; or
 - (b) One Director and the Secretary.
106. The club may only fix the seal to a document after a resolution of the Board to that effect.

NOTICES

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

- (1) in the case of a notice of meeting, on the day following that on which the notice was posted; or
 - (2) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
109. If a member has an address outside Australia and has not supplied the club an address within Australia for the giving of notices to him or her, a notice posted on the club noticeboard will be deemed to be notice to the member at the expiration of 24 hours after it is posted.

INDEMNITY TO OFFICERS

110. (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:
- (1) A liability owed to the Club or a related body corporate; or
 - (2) A liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (3) 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:
- (1) 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
 - (2) In defending or resisting criminal proceedings in which the person is found guilty; or
 - (3) In defending or resisting proceedings brought by the Australian Securities and Investment 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
 - (4) 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:
- (1) Conduct involving a wilful breach of duty in relation to the Club; or
 - (2) A contravention of sections 182 or 183 of the Act.

COPY OF CONSTITUTION

111. 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.

AMENDMENTS TO CONSTITUTION

112. (a) This Constitution may only be amended by a resolution which is proposed as a special resolution and passed by a three-quarters majority of Life Members, Golfing Members and Special Members who are financial members, being present and voting at a General Meeting.
- (b) Notwithstanding the provisions elsewhere in this Constitution, the Board is authorised to make any minor amendments including spelling, deletions or additions to this Constitution and mandatory alterations resulting from changes to Legislation.

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