

DUBBO GOLF CLUB LIMITED
ABN 85 000 980 209

CONSTITUTION

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

NAME

- 1** The name of the company is "Dubbo Golf Club Limited".

DEFINITIONS

- 2** In this Constitution, unless there is 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, that reference is to such provisions as modified by any law for the time being in force;

“**Annual General Meeting**” means a meeting of members of the Club at which members of the Board of Directors are declared elected;

“**Board**” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution;

“**By-law**” means a by law created under the provisions of this Constitution and includes regulations;

“**Club**” means Dubbo Golf Club Limited;

“**Club 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;

“**Constitution**” means and includes the rules contained within this document;

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

“**Full Member**” means a person who is an ordinary member or a Life member of the Club;

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

“**Full Pensioner Member**” means a Full Member who receives a pension as their main source of income;

“**General Meeting**” means a meeting of Members of the Club;

“**Honorary Member**” means a person appointed as an honorary member of the Club in accordance with Rules 29 and 30;

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

“**Life Member**” means a Member whose membership is bestowed for the term of their natural life, subject to the provisions of this Constitution;

“**Member**” means a member of the Club;

“**month**” means calendar month;

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

“**Officer**” means an officer as defined in the Act;

“**Ordinary Member**” means a member of the Club other than a Life Member, Provisional Member, Honorary Member or Temporary Member of the Club;

“**Provisional Member**” means a person so described in Rule 44;

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

“**Seal**” means the common seal of the Club;

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

“**Senior Member**” means a Member over the age of 65;

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

“**Temporary Member**” means a temporary member of the Club appointed in accordance with Rules 31 and 32;

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or any By-laws or regulations of the Club made pursuant to this Constitution or on any matters arising there from, is 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.
4. Words indicating the singular number include the plural number and vice versa. Words indicating the masculine gender include the feminine gender and vice versa.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" contained in the Act are hereby excluded and do 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 is a non proprietary Club.
 - (b) Subject to the provisions of Section 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.
8. Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among Members of the Club.
9.
 - (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 disposal of liquor to ant 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, the TAB or Keno facilities on the premises of the Club.

OBJECTS

10. The Objects for which the Club is established are:

- (a) To operate, maintain and carry on a club registered pursuant to the Registered Clubs Act.
- (b) To provide, lay out, establish and maintain golf courses and such other grounds or places to be used for recreation purposes as may be determined by the Club at Dubbo or elsewhere in the State of New South Wales, and also provide a clubhouse with all such rooms, conveniences, appointments and outbuildings as may be considered desirable for the purposes of the Club and to furnish and maintain such clubhouse.
- (c) To promote the game of golf and such other athletic sports, recreations or pastimes, and to promote, give or support, dinners, balls, concerts and other entertainments.
- (d) To provide and maintain buildings and grounds for recreation.
- (e) To purchase, take on lease or in exchange or otherwise acquire and hold any lands or buildings, freehold or leasehold property or any easements, rights or privileges, real or personal, which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the Objects of the Club, 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 the property or rights of the Club.
- (f) To construct, maintain and alter any building or work necessary or convenient for the purposes of the Club.
- (g) To raise money by entrance fees, subscriptions, levies and other charges and to grant rights and privileges to Members.
- (h) To promote sports including but not limited to the game of golf, and to promote and hold either or alone or jointly with any other association, club or persons, meetings, competitions and matches, and to offer, give or contribute towards prizes, medals, awards and distinctions, and to give or guarantee any prize money and expenses, whether for Members or other persons **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 game, match sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income and property and which, under the regulations affecting the said game, match, sporting event, trial or competition, may be awarded to that person.

- (i) 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.
- (j) To affiliate with any appropriate association and to arrange for the representation of the Club in any corporation, body or bodies formed for the purpose of promoting the objects of the Club.
- (k) To buy, prepare, make, supply, sell, repair and deal in all kinds of equipment used in connection with the sports and pastimes and all kinds of liquors, provisions and refreshments required or used by the Members of the Club or other persons frequenting the grounds of the club, the clubhouse or any other premises of the Club.
- (l) 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.
- (m) To borrow or raise or secure the payment of money in such manner as the Club thinks fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any part of the Club's property both present and future or not so charged or by any mortgage upon or over all or any part of the Club's property both present and future and to purchase, redeem or pay off such securities.
- (n) To lend money to such persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations, and generally transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property, both present and future.
- (o) To invest and deal with the money of the Club not immediately required in such manner as the Board may from time to time determine and from time to time vary and realise such investments or any of them.
- (p) To hire, employ and dismiss secretaries, clerks, managers, employees, workers and contractors and to pay them and to other persons wages, fees, gratuities and pensions in return for services rendered to the Club.
- (q) 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.
- (r) 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 purpose which may seem directly or indirectly calculated to benefit the Club.
- (s) 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.

- (t) To insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of their employment by the Club, and to effect insurances for the purposes of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity, and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons, and to grant pensions and allowances, and to pay premiums or other amounts on such insurance funds, pensions or allowances.
- (u) To make donations from time to time to such persons and organisations as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (v) To make donations for charitable, benevolent or patriotic purposes.
- (w) To apply for and obtain and hold a certificate of registration or any other licence or licences under Registered Clubs Act or any other Act or law for the time being operative and for such purposes to appoint, if necessary or desirable, a manager or other officer to act as licensee and hold the certificate of registration or other licences on behalf of the Club.
- (x) To do all or any of the matters hereby authorised either alone or in conjunction with any other company, club, firm, association or person and either as principal, agents, contractors, trustees or otherwise.
- (y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

and it is hereby declared that any Object is not restricted by any other Object and that each Object is to be construed and have effect as an independent power and further be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club, howsoever derived must be applied solely towards the promotion of the objects of the Club as set forth 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 no remuneration is to be given by the Club to any member of the Board or of any committee; except 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 demised to the Club.

WINDING UP

12. The liability of the Members of the Club is limited.
13. Each Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a Member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member and of the costs, charges and expenses of winding up the Club, and for the adjustments of the rights of the contributories among themselves, such amount as may be required but not to exceed \$2.
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 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 amongst 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 number of Full Members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
16. A majority of Full Members of the Club must at all times have the right to vote at the election of the Board.
17. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, or Temporary Member.
18. A person who is under the age of 21 years must not be a Full Member of the Club other than as an Intermediate Member or Junior Member.
19. 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 admits to membership in accordance with this Constitution are Members of the Club.
20. A person who at the date of the special resolution adopting this Constitution is entered in the Register of Members in a specified class of membership will remain in that class, notwithstanding any changes in the eligibility criteria for election or transfer to that class, until that person:
 - (a) no longer satisfies the eligibility criteria which applied at the time he or she was elected or transferred to that class;

- (b) is transferred to another class pursuant to this Constitution; or
 - (c) ceases to be a Member of the Club.
21. Subject to these rules, the rights of Members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by By-law. The Board shall also have the power to designate times on the golf course for specific events and to invite Members of any class to participate.
22. Unless and otherwise determined by the Board, the classes of Ordinary Membership are;
- (a) Full Member
 - (b) Full Pensioner Member
 - (c) Lady Member
 - (d) Lady Pensioner Member
 - (e) Country Member
 - (f) Distant Member
 - (g) Social Golf Member
 - (h) Special Member
 - (i) Intermediate Member
 - (j) Junior Member
 - (k) Social Member
 - (l) Sporting Member
 - (m) Senior Member

All classes of membership, except (c) and (d) are open to both genders.

The Board may alter, add or subtract classes of Membership by way of resolution.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

23. The requirements for eligibility of persons for election and/or transfer to the following classes of Ordinary Membership are:
- (a) **Full Members**
Persons who attained the age of 21 years and are elected as Full Members or transferred by the Board from another class of Ordinary Membership to Full Membership.
 - (b) **Full Pensioner Members**
Persons who have attained the age of 21 years and are elected as Full Pensioner Members or transferred by the Board from another class of Ordinary Membership to Full Pensioner Membership and recipients of a Full Aged Commonwealth Pension.
 - (c) **Lady Members**
Ladies who have attained the age of 21 years and are elected as Lady Members or transferred by the Board from another class of Ordinary Membership to Lady Membership.

- (d) **Lady Pensioner Members**
Ladies who have attained the age of 21 years and are elected as Lady Pensioner Members or transferred by the Board from another class of Ordinary Membership to Lady Pensioner Membership and are recipients of a Full Aged Commonwealth Pension.
- (e) **Country Members**
Persons who have attained the age of 21 years and whose usual place of residence is in New South Wales beyond a radius of 32 kilometres and below 100 kilometres from the Clubhouse and who, on application, are transferred from another class of Ordinary Membership to Country Membership.
- (f) **Distant Members**
Persons who have attained the age of 21 years and whose usual place of residence is in New South Wales beyond a radius of 100 kilometres from the Clubhouse and who, on application, are transferred by the Board from another class of Ordinary Membership to Distant Membership.
- (g) **Social Golf Members**
Persons who have attained the age of 21 years and are elected as Social Golf Members or transferred by the Board from another class of Ordinary membership to Social Golf Membership.
- (h) **Special Members**
Persons who have attained the age of 21 years and are members of the clergy, members of Professional Golf Association or paid employees of the club or transferred by the Board from another class of Ordinary membership to Special Membership.
- (i) **Intermediate Members**
Persons who have attained the age of 18 years but are under the age of 21 years as at 1st October of each year and are elected as Intermediate Members or transferred by the Board from another class of Ordinary membership to Intermediate Membership
- (j) **Junior Members**
Persons who under the age of 18 years as at 1st October of each year and are elected as Junior Members or transferred by the Board from another class of Ordinary membership to Junior Membership
- (k) **Social Members**
Person who have attained the age of 21 years and are elected as Social Members or transferred by the Board from another class of Ordinary membership to Social Membership.
- (l) **Sporting Member**
- (m) **Senior Member**

LIFE MEMBERSHIP

24. (a) Members who have rendered outstanding services to the Club may be elected to Life Member by resolution of the Members in General Meeting carried by a two-thirds majority of those Members who are present and voting at that meeting, following the submission of an appropriate recommendation from the Board.
- (b) A Life Member is relieved from payment of any subscription or levies but has all the rights and privileges of a Full Member.

RIGHTS OF MEMBERS

25. Only Life Members and Financial Members in the class of Full Members are entitled (subject to any further restrictions in this Constitution):
 - (a) to attend and to vote at General Meetings; and
 - (b) to vote at the election of the Board.
26. Only persons who have been Members of the Club for at least 1 year and are Life Members or Financial Members in the class of Full Membership are eligible to be nominated for, elected to and hold office on the Board.
27. Each Member who is entitled to vote has one vote, but cannot vote by proxy.
28. The rights of Members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

HONORARY MEMBERS

29. The following persons may be admitted as Honorary Members in accordance with procedures established by the Board from time to time:
 - (a) The Patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club and persons deemed suitable by the Board.
30. (a) Honorary Members may be relieved by the Board of 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 determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or participate in the management, business and affairs of the Club in any way. This Rule 30 (b) does not apply to Members elected as Patrons under Rule 45.
- (c) The Board has the power to cancel the membership of any Honorary Member without notice and without being required to give reason.

- (d) When Honorary Membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:
 - (i) The name in full, or the surname and initials of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which the Honorary Membership is conferred; and
 - (iv) the date on which the Honorary Membership is to cease.

TEMPORARY MEMBERS

- 31.** The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometers from the Club's 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 (as defined in the Registered Clubs Act) of any other Club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; or
 - (d) an interstate or overseas visitor.
- 32.**
- (a) Temporary Members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary Membership fee as determined by the Board from time to time.
 - (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but 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 and without being required to give reason.
 - (d) A person under the age of 18 years must not be admitted as a Temporary Member of the Club, other than pursuant to Rule 31(c).

- (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 31(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members;
 - (i) the name in full, or the surname and initials, of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary Membership is granted; and
 - (iv) the signature of the Temporary Member.

TRANSFER OF MEMBERSHIP

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

ABSENTEE LIST

- 34. Upon application the Board may place a Member on absentee list and make special arrangements not inconsistent with The Registered Clubs Act as to the amount and payment of subscription of such Member.

ELECTION OF MEMBERS

- 35. A person shall not be admitted as a Member of the Club, other than as an Honorary Member or a Temporary Member, unless that person is elected to membership at a meeting of the Board of the Club, the names of those Members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. The election shall be by a majority of those present and entitled to vote.
- 36. Every candidate for membership of the Club other than an Honorary Member or Temporary Member shall be proposed and seconded by a member in the classes (a) (b) (c) or (d) of Rule 22 or a Life Member provided that both the proposer and seconder shall have been a member for a minimum period 12 months.
- 37. In respect of every nomination for membership there shall be completed a nomination form 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 Rules and By-laws of the Club.

38. The nomination form must be signed by the proposer, seconder and the candidate.
39. The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation and of his proposer and seconder to be exhibited on the Club Notice Board or in some other conspicuous place in the clubhouse for a continuous period of not less than one week before the election of the candidate as a Member of the Club.
40. When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of entrance fee, annual subscription or an amount calculated in accordance with Rule 42 such person shall become a Member of the Club, provided that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTION AND LEVIES

41. Member's subscriptions shall be paid annually or if the Board so directs and approves by monthly or half yearly instalments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided in this Constitution shall be as prescribed by the Board from time to time but in any case shall not be less than \$2.00 or such minimum subscription provided from time to time by The Registered Clubs Act as amended.
42. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay by way of subscription the annual subscription as determined by the Board multiplied by a fraction the numerator of which shall be the number of full calendar months from the date of election and to the end of the financial year and the denominator of which shall be 12.
43. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment (or in the case of payment of subscriptions by instalment is not paid on the due date) the Secretary shall give to the member in default 14 days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be barred from all privileges of membership and his name shall be removed from the register of members of the Club.
44. A person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class membership referred to in the nomination form may be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

PATRONS

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

these Rules shall remain Honorary Members while they remain a Patron.

ADDRESSES OF MEMBERS

46. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

47. 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 he is an Ordinary Member the date on which he last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary Members. This register shall set out the name in full and address of each Honorary Member and where that Honorary Member has been admitted to membership for a limited period, the date on which the period commences and ends.
- (c) A register of persons who are Temporary Members. This register shall set out the name in full and the address of each Temporary Member on each day the Temporary Member is admitted to Temporary Membership of the Club provided that any person admitted to Temporary Membership in accordance with Rule 31(c) shall not be required to complete the register.
- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of Members. Such register shall have entered therein each occasion on any day which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member the name in full or the surname initials of the given names, and the address, of that guest, the date on that day and the signature of that Member provided always if any entry in this register 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 subsequently enters the premises of the Club on that day as the guest of that Member.

DISCIPLINARY PROCEDURES

48. If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or the By-laws thereof or be in the opinion of the Board, guilty of any conduct which in the opinion of the Board is unbecoming of a Member or shall render him unfit for membership, the Board shall have the power to reprimand, suspend for such period it considers, expel or accept the resignation of such Member and to erase his name from the register of Members provided that:

- (a) Such Member shall be notified of any charge against him pursuant to this Rule by notice in writing by a prepaid letter posted to his last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard.

- (b) The Member charged shall be entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (c) The voting by members of the Board present at such meeting shall be by secret ballot and no motion by the Board finding the Member guilty of the charge against him shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion to reprimand, suspend or expel the member.
 - (d) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any Member reprimanded, suspended or expelled pursuant to this Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.
49. (a) The Chief Executive Officer of the Club or in the Chief Executive Officer's absence the senior employee of the Club then on duty (“**the senior employee**”) shall have the power to remove any Member from the premises of the Club;
- (i) who in the opinion of the Chief Executive Officer, or the senior employee then on duty, is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the Chief Executive Officer or the senior employee may render the Club, to penalty under the Registered Clubs Act.
- (b) The Chief Executive Officer or the senior employee of the Club who has the powers referred to in this Rule shall make a written report to the Board within seven (7) days of the date of the removal of the Member. The report will set out the facts, matters and circumstances giving rise to the removal. Any suspension pursuant to this Rule shall be for a maximum period of seven (7) days.
- (c) The Rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule 49.

RESIGNATION AND CESSATION OF MEMBERSHIP

50. A Member may at any time by giving notice in writing to the Secretary, resign from his membership of the Club and such resignation shall take effect the date on which it is received by the Secretary.
51. Every person ceasing to be a Member of the Club (whether by resignation, expulsion or being removed from the Register of Members for neglecting to pay their entrance fee or otherwise) shall forfeit all rights as a Member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other moneys 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 The Constitution.

GUESTS

52. Subject always to the provisions of the Registered Clubs Act, all Members (over the age of 18 years) shall have the privilege of introducing guests to the Club and when a Member first brings a guest into the Club the Member and guest complete the Register of guests as required by these Rules. No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law, nor shall a Member introduce any person as a guest whose name has been removed from the Register of Members for misconduct or non payment of fees and subscription who has been suspended by the Board of the Club.
53. Members shall be responsible for the conduct of any guests they may introduce to the Club.
54. The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club
55. Guests must remain in the reasonable company of the Member who signed the guest into the Club and must not remain on the premises of the Club after the Member that signed the guest into the Club has left the premises.

BOARD OF DIRECTORS

56. The Board shall consist of nine (9) Directors, being a President, Vice President, a Captain and six other Directors elected or appointed in accordance with clause 57.3, 97 or 98.
57. Term of office
 - 57.1 Except as provided in clauses 57.2 and 57.3, Directors shall hold office until the conclusion of the third Annual General Meeting after which they were elected or appointed when they shall retire but shall be eligible for re-admission or re-appointment.
 - 57.2 Directors who were elected to office on 11 December, 2017, or appointed to fill an office vacated by a Board member elected on 11 December, 2017, will hold office until the conclusion of the Annual General Meeting held in December, 2018, when they shall retire but shall be eligible for re-admission or reappointment.
 - 57.3 The term of office of each Director elected or appointed at the Annual General Meeting held in December 2018 will be determined as follows:
 - (a) The elected Directors shall be divided into three groups of equal numbers, with the membership of each group being determined by lot;
 - (b) The groups will be designated Groups 1, 2 and 3; and
 - (c) The Directors:
 - (i) in group 1 shall hold office for 1 year;
 - (ii) in group 2 shall hold office for 2 years; and
 - (iii) in group 3 shall hold office for 3 years.
 - 57.4 At each Annual General Meeting after the Annual General Meeting held in December 2018 the number of Directors required to fill vacancies on the Board shall be elected and shall hold office for three years.
 - 57.5 For the purposes of clauses 57.3 and 57.4, "year" means the period between

successive Annual General Meetings.

- 57.6 A person who fills a casual vacancy on the Board shall hold office until the conclusion of next succeeding Annual General Meeting, at which an election shall be held to fill the casual vacancy. The person elected at the annual general meeting to fill the casual vacancy shall hold office for the balance of the term of office of the Director who caused the initial casual vacancy to occur.
- 58 Eligibility for election or appointment as Director
Subject to the Corporations Act, members shall be eligible to stand for and hold office as a Director, only if they hold financial membership in one of the following categories: Life Membership, Gold Membership, Silver Membership and Senior 65+ Membership.
- 59 Election of Directors
- 59.1 Subject to this Constitution, elections will be conducted in accordance with procedures determined by the Board. The Secretary will appoint a returning officer to conduct each election.
- 59.2 At least 42 days prior to an Annual General Meeting at which Directors are to be declared elected in accordance with this Constitution, the Returning Officer shall place a notice on the Notice Board that:
- (a) calls for nominations for election of nine (9) Board members; and
 - (b) sets out the date and time by which nominations must be delivered to the Office, being a date at least 28 days before the Annual General Meeting.
- 59.3 Nominations for election as a Director must be made in writing and signed by two eligible members (a proposer and a seconder) and the nominee and delivered to the Office at least 28 days prior to the Annual General Meeting at which the ballot for the position is to be declared. To be eligible to propose or second nominations, members must hold financial membership in one of the following categories: Life Membership, Gold Membership, Silver Membership and Senior 65+ Membership.
- 59.4 On receipt of each valid nomination, the Secretary shall display the names of each nominee and their proposer and seconder on the Notice Board.
- 59.5 If the number of persons nominated for Director equals, or does not exceed,
- a) the number required to be elected, the person or persons nominated shall be declared elected at the Annual General Meeting.
- 59.6 If the number of persons nominated for Director is more than the number required, a ballot will be held to elect Directors, in accordance with the procedures determined by the Board.
- 59.7 If no person, or an insufficient number of persons are nominated for Director, the person or persons (if any) who have been nominated shall be declared elected at the Annual General Meeting and the Board may at its first meeting after the Annual General Meeting fill any vacancies.
- 59.8 A candidate for election as a Director may withdraw his or her nomination. The withdrawal must be notified to the Secretary in writing, before the close of nominations.
- 59.9 In the event of an equality of votes in favor of two or more candidates, the successful candidate will be determined by lot between the candidates having an equality of votes, such lot being drawn by the Chair of the Annual General Meeting at which the election results are to be declared.
- 60 Election of President, Vice President and Captain
- 60.1 The Secretary shall convene a Meeting of the Board immediately following the conclusion of each Annual General Meeting for the Board to elect the President, Vice President and Captain.

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POWERS OF THE BOARD

- 76. The Board is responsible for the management of the business and affairs of the Club.
- 77. 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 will 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 has power from time to time:
 - (a) To delegate any of its power (other than this power of delegation) to committees consisting of such member or members of the Board or such Full 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 must 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 or the President's nominee, who must be a member of the Board, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of any committee consisting of 2 or more members are to be governed by the provisions of this Constitution which regulate 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 appoint any delegate or delegates to represent the Club for any purpose with such powers as may be considered appropriate.
 - (c) To purchase or otherwise acquire for the Club any property or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.

- (d) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit; provided that no mortgage or charge over the property of the Club which exceeds one thousand times one Full Members annual subscription may take place unless approved by members at a General Meeting.
- (e) To institute, conduct, defend, compound 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.
- (f) 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.
- (g) 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 from time to time to vary or realise such investments; provided that where money has been received from the sale of real property, the Board will not spend or commit in any way that money and any interest thereon without the approval of a majority of members present at a General Meeting called to consider proposals submitted by the Board.
- (h) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise and secure 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 or other security upon or over all or any part of the Club's property both present and future; provided that that no borrowing or security over a payment or debenture issue which exceeds one thousand times one Full Member's annual subscription may take place unless approved by members at General Meeting. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (i) To sell, exchange or otherwise dispose of furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; provided that no sale, exchange, lease of lands or buildings belonging to the Club or disposal of rights to which the Club may be entitled from time to time which exceeds one thousand times one Full member's annual subscription may not take place unless approved by members at a General Meeting.
- (j) Notwithstanding the powers contained in this Constitution, the Board will not carry out any alterations to the golf course or clubhouse that would cost in excess of an amount equal to one thousand times one Full Member's annual subscription unless approved at a General Meeting called to consider such proposed alterations.
- (k) 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 duties.

- (l) 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 eligible for membership of all or any such sections and committees, and to fix any supplemental subscription or any charge (whether annual or special) for membership of such section 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 set the entrance fees, subscriptions and levies payable by Members.
- (o) To fix the maximum number of persons to each class of membership of the Club.
- (p) 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.
- (q) To recommend the amount of honorarium payable to any member of the Board or to any other person in respect of his services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (r) 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 member of the Board or any other person in the course of carrying out his duties for the Club.

BY-LAWS

78. The Board has the power 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. Without limiting the generality of the Board's power, the By-laws may relate to the following matters;
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) the general management and control of the trading activities of the club;
 - (c) the management and control of the Club's premises;
 - (d) the management and control of play and dress on the course;
 - (e) the upkeep and control of the Club's course;
 - (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 powers and responsibilities of the Ladies Committee;
- (k) the powers and responsibilities of the Veterans Committee;
- (l) generally all such 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 Club in General Meeting.

- 79.** The Board has the power to enforce the observance of all By-laws by expulsion or suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.
- 80.** 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 Notice Board.

SECTIONS AND COMMITTEES

- 81.** The Board may permit any section 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 New South Wales (or the relevant state) or Australia on such terms and conditions and (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may require from time to time and to pay on behalf of the Club, capitation fee to any such controlling body or as required by such body.
- 82.** 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.
- 83.** The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section or committee in such financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.
- 84.** Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution may manage its own affairs but must 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 must also be produced regularly and promptly for inspection by or on behalf of the Board.
- 85.** Subject to this rule, the constitution and rules or by-laws of each such section or committee 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 for such purpose, provided that no amendment proposed to and approved by the meeting of the section will have effect unless and until it has been approved by resolution of the Board.
- 86.** 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 must at once be

reported to the Board together with the reason for such action and with a recommendation as to further action (if any) to be taken by the Board.

87. The Lady Members of the Club who have attained 21 years of age are entitled to elect from their number a committee to be known as the Ladies Committee. The Ladies Committee will have such powers and be subject to such conditions and regulations (including those which relate to its number of members, its ex officio members, and the timing and manner of its election) as the Board may determine from time to time by By-law or otherwise.
88. The Veteran Members of the club are entitled to elect from their number a committee to be known as the Veterans Committee. The Veterans Committee will have such powers and be subject to such conditions and regulations (including those which relate to its number of members, its ex-officio members, and the timing and manner of its election) as the Board may determine from time to time by By-law or otherwise.

PROCEEDING OF THE BOARD

89. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems necessary but at least once in each calender month for the transaction of business and a record of all members of the Board present and all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling to act then the Vice President shall act as Chairman. If the Vice President is not present or is unwilling to act the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be five (5) members present.
90. 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 within a reasonable period before the meeting.
91. The President may at any time convene a meeting of the Board. The Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
92. Subject to this Constitution questions arising at any meeting of the Board shall be decided by majority of votes and a determination by a majority of the members of the Board shall be deemed a determination of the Board. In case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.
93. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member 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.
94. A resolution in writing signed by all members of the Board for the time being entitled to receive a notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or members of the Board.

95. (a) No Director shall be disqualified by reason of his office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of the Act it shall be the duty of the Director to declare the nature of his interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (b) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a Director makes a declaration of interest pursuant to the Act.

VACANCIES ON THE BOARD

96. Subject to this Constitution the Members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration their period in office and in such an election shall be held for a new member or members of the Board. Such an election to be carried out as near as practicable in accordance with the procedure detailed in Rules 63 to 76 inclusive.
97. The office of President, Vice President, Captain and six (6) other members of the Board shall forthwith be vacated:
- (a) if that person becomes insolvent under administration or suspends payment or compounds with creditors or is convicted of a felony or misdemeanor on indictment;
 - (b) if that person becomes of unsound mind or a person who's person or estate is liable to be dealt with in any way under law relating to mental health;
 - (c) if that person is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (d) if by notice in writing given to the Secretary that person resigns from office;
 - (e) if that person becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
 - (f) if that person ceases to be a member of the Club;
 - (g) if that person fails to declare the nature of any material personal interest in a matter referred to in the Act.
98. The Board shall have the power at any time and from time to time appoint any eligible person to fill a casual vacancy of the Board. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

99. The vacancy caused by a person ceasing to hold office under Rule 97 shall be filled by election at the Annual General Meeting and the person elected unless otherwise disqualified, hold office for the remainder of the term of office of the person who caused the vacancy initially.

GENERAL MEETING

100. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) calendar months of the close of the Club's financial year. All meetings other than the Annual General Meeting shall be called General Meetings.
101. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than one hundred (100) Members or five (5) per centum of the Members of the Club (whichever is the lesser) having at the date of deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club within twenty one (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 two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered Office of the Club and may consist of several documents in like form each signed by one or more of requisitionists.
 - (b) If the Board does not within twenty one (21) days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty (50) per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of such deposit.
 - (c) In 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 requisitionists 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 requisitionists in convening such meeting shall be repaid to the requisitionists by the Club.
102. Subject to the provisions of the Act relating to special resolutions, fourteen (14) days notice specifying the place, day and hour of the meeting and in case of special business and the general nature of that business shall be given in the manner hereinafter provided to all Members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court on application of the Member concerned or any other Member entitled the meeting, or the Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

- 103.** The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act and to elect in the manner herein provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
- 104.** No business shall be transacted at any General Meeting of Members unless quorum of Members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than twenty-five (25) Members present and entitled to vote at all General Meetings and at all Annual General Meetings shall not be less than twenty-five (25) Members present and entitled to vote.
- 105.** If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the meeting convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall exceed twenty-one (21) days. If at such adjourned meeting quorum is not present the Members who are present shall be a quorum and may transact the business for which the meeting was called.
- 106.** The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall act as Chairman. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the Members of the Club shall elect a member of the Board or one of their number to be Chairman of the Meeting.
- 107.** (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by two (2) members) and in the case of an equality votes whether on a show of hands or on a poll the Chairman of the meeting shall have a second or casting vote
- (b) Voting by proxy is not allowed:
- (i) at any election of a member of the Board
- (ii) at any meeting of the Board or of a committee of the Club
- (iii) at any General Meeting.
- 108.** 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 and an entry to that effect in the book containing the minutes of 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.
- (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 for with.
- (b) A demand for a poll may be withdrawn.

- 109.** The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting 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 business to be transacted at an adjourned meeting save when a meeting is adjourned for twenty-one (21) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
- 110.** Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the 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

- 111.** 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 Registered Clubs Act 1976.
- 112.** The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club 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 to inspect such records.
- 113.** The Board shall not less than fourteen (14) days before each Annual General Meeting send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the statements required under the Act, a copy of the Director's Report or Reports required by the Act to all Members of the Club entitled to attend and vote at the Annual General Meeting as provided.
- 114.** The financial year of the Club shall commence on the first day of October and end on the last day of September in the following year or such other as having regard to the Act, the Board may determine.
- 115.** Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration, shall be fixed by the Board.

SECRETARY

- 116.** At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club in accordance with the Registered Clubs Act.

EXECUTION OF DOCUMENTS

- 117.** The Board must provide for the safe custody of the Seal.

- 118.** (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 members of the Board; or
 - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 members of the Board; or
 - (ii) one member of the Board and the Secretary.
- 119.** The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of previously given.

NOTICES

- 120.** A notice may be given by the Club to any Member either personally, by facsimile or other electronic means or by sending it by post to the address of the Member recorded for that member kept pursuant to this Constitution.
- 121.** Where a notice is sent by post service of the notice shall be deemed to have been effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

- 122.** (a) Every person who is or has been an officer (as defined in Section 241 of the Act) of the Club may if the Board so determines be indemnified to the maximum extent permitted by law, out of property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which the judgement is given in that person's favour or in which that person is acquitted; or
 - (ii) in connection with any application in relation to such proceedings in which relief is granted is granted to that person under the Act by the Court.
- (b) Every person who is an officer (as defined in the Act) of the Club may if the Board so determines be indemnified to the maximum extent permitted by law against any liability to another person (other than the Club or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.

- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in the Act) of the Club against a liability:
 - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or contravention of the Act; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome

COPY OF CONSTITUTION

- 123.** A copy of this Constitution must be supplied to a Member on a request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

READING OF CONSTITUTION

- 124.** This Constitution must 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 will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

- 125.** This Constitution may be amended only by a resolution passed by a two thirds majority of Financial Members, Full Members and Life Members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution in accordance with the Act.