

CONSTITUTION

OF

DORRIGO GOLF CLUB LTD

ACN 661203854

Contents

1. NAME	4
2. DEFINITIONS	4
3. INTERPRETATION	5
4. BINDING DETERMINATION	5
5. REPLACEMENT RULES	5
6. OBJECTIVES	5
7. LEGISLATIVE FRAMEWORK	5
8. EMPLOYEE VOTING	6
9. LIQUOR	6
10. CLUB RESOURCES	6
11. WINDING UP OF THE CLUB	6
12. DISSOLUTION OF THE CLUB	7
13. NUMBER OF MEMBERS	7
14. ENTITLEMENT TO VOTE	7
15. UN-FINANCIAL MEMBER	7
16. MEMBERSHIP	7
17. MEMBERS RIGHTS	7
18. ELIGIBILITY	8
19. ELECTION OF MEMBERS	8
20. MEMBERSHIP NOMINATION PROCESS	9
21. TRANSFER OF MEMBERSHIP CLASS	9
22. SUBSCRIPTION AND OTHER FEES	9
23. PRO RATA LEVY	9
24. PAYMENT OF MEMBERSHIP FEES	10
25. REGISTER OF MEMBERS	10
26. DISCIPLINARY PROCEEDINGS	10
27. DISCIPLINARY COMMITTEE	11
28. MEMBER UNDER SUSPENSION	12
29. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	12
30. RESIGNATION AND CESSATION OF MEMBERSHIP	13
31. ANNUAL GENERAL MEETING	13
32. BUSINESS OF ANNUAL GENERAL MEETING	13
33. GENERAL MEETING	13

34. QUORUM AT GENERAL MEETING	14
35. CHAIRPERSON OF GENERAL MEETING	15
36. VOTING AT GENERAL MEETING	15
37. ADJOURNMENT OF GENERAL MEETING	15
38. MINUTES OF GENERAL MEETING	15
39. BOARD OF DIRECTORS	16
40. ANNUAL GENERAL MEETING PROCEDURE	17
41. VOTING PROCEDURES	17
42. BALLOT PROCESS	17
43. POWERS AND DUTIES OF THE BOARD	18
44. PROCEEDINGS OF THE BOARD	21
45. DECLARATION OF INTERESTS	22
46. ACCOUNTS AND AUDITS	22
47. EXECUTION OF DOCUMENTS	23
48. NOTICES	23
49. INDEMNITY	23

1 NAME

The name of the Company is Dorrigo Golf Club Ltd (ACN 661203854).

2. DEFINITIONS

2.1 In this Constitution unless there is something in the subject or context inconsistent therewith:

- 2.1.1 **"Act"** means the *Corporations Act* 2001 (Cth)
- 2.1.2 **"By-Laws"** means the current By-Laws of the Club.
- 2.1.3 **"Club"** means the Dorrigo Golf Club Ltd.
- 2.1.4 **"Club Notice Board"** means a board designated as such within the Club premises on which notices for the information of Members are posted.
- 2.1.5 **"Constitution"** means the Constitution of the Club.
- 2.1.6 **"Director"** means a member of the Board.
- 2.1.7 **"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.
- 2.1.8 **"General Meeting"** includes Annual General Meeting.
- 2.1.9 **"in writing"** and **"written"** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.
- 2.1.10 **"Life Member"** has the meaning ascribed to those words in the Registered Clubs Act.
- 2.1.11 **"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 however that provision may be amended in that legislation.
- 2.1.12 **"month"** means calendar month.
- 2.1.13 **"Officer"** means an officer as defined in the Act.
- 2.1.14 **"Ordinary Member"** means a member of the Club other than a Life Member.
- 2.1.15 **"Registered Office"** The Registered Office of the Club shall be situated at 148 Whiskey Creek Road, Dorrigo NSW 2435, or at such other place as the Club may from time to time determine.
- 2.1.16 **"Register"** means the register of members kept pursuant to the Act
- 2.1.17 **"Seal"** means the common seal of the Club.
- 2.1.18 **"Special Resolution"** has the meaning ascribed to those words in the Act.
- 2.1.19 **"the Board"** means the current Members of the Board of Directors of the Club elected and constituted in accordance with this Constitution.

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

2.1.21 **"the 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.

3. INTERPRETATION

In this Constitution:

- 3.1 Words importing the singular number also include the plural and vice versa;
- 3.2 the masculine gender includes the feminine gender and vice versa;
- 3.3 words importing persons include corporations;
- 3.4 unless the context otherwise requires, expressions defined in the Act or any modification thereof made by any law in force at the date at which this Constitution becomes binding on the Club shall have the meanings so defined.

4. BINDING DETERMINATION

A decision of the Board on the Construction or interpretation of the Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matters arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by a court of competent jurisdiction.

5. REPLACEMENT RULES

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. OBJECTIVES

The Club is a not-for-profit company established for the promotion of charitable purposes only including the provision and maintenance of golfing related facilities for members and their guests.

7. LEGISLATIVE FRAMEWORK

- 7.1 The Club shall be a non-proprietary Club.
- 7.2 Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club over 21 years of age.
- 7.3 Subject to the provisions of Section 10(6) and 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the 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.

- 7.4 A member of the Board of the Club or any employee shall not be entitled, under the Constitution 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.
- 7.5 A member of the Board of the Club shall not be entitled, under the Constitution or otherwise, to receive, directly or indirectly, any payment for acting as a Director.

8. EMPLOYEE VOTING

An employee of the Club shall not vote at any meeting of the Club or at any election of the Board, or hold office as a member of the Board.

9. LIQUOR

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member unless the Club is a holder of a Certificate of Registration under the Registered Clubs Act 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(1) (b) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

10. CLUB RESOURCES

The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the Objectives 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, except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the payment of out-of-pocket expenses or payment of interest on money lent, sale or hire of goods or rent for premises demised to the Club.

11. WINDING UP OF THE CLUB

The Club may be wound up upon the vote of three-fourths majority of those members present at a General Meeting convened to consider the question. Notwithstanding clause 3.4, the quorum for such a General Meeting is 75% of those members entitled to vote at a General Meeting.

The liability of the members of the Club is limited.

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 adjustment of the rights and the contributories among themselves, such amount as may be required, not exceeding \$10.

12. DISSOLUTION OF THE CLUB

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 carrying on predominantly activities for the encouragement of a game or sport and which has or have Objectives similar to the Objectives 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.

13. NUMBER OF MEMBERS

The number of playing members shall not exceed **200** at any time or such greater or lesser number as the Board may from time to time determine.

14. ENTITLEMENT TO VOTE

Subject to rule 16, Unlimited Playing Members, Limited Playing Members and Life Members shall be the only members entitled to attend and vote at General Meetings of the Club. Each such member shall have one vote.

15. UN-FINANCIAL MEMBER

No member who is un-financial or is under suspension shall be elected to office or perform duties as holder of an office or be a member of any Committee or be allowed to vote at general meetings while that member remains un-financial or suspended.

16. MEMBERSHIP

Unless and until otherwise determined by the members in General Meeting, membership of the Club shall consist of the following classes.

16.1 *Unlimited Playing Members*

People who have attained the age of 18 years wanting unlimited access to the golf course and who are elected by the Board to Unlimited Playing membership of the Club or transferred by the Board from another class of membership.

16.2 *Limited Playing Members*

People who have attained the age of 18 years wanting to play on competition days only, who are elected by the Board to Limited Playing membership of the Club or transferred by the Board from another class of membership and who otherwise pay for social rounds.

16.5 *Junior Playing Members*

People under 18 years old. who are elected by the Board to Junior Playing membership of the Club or transferred by the Board from

another class of membership.

16.7 *Social Members*

Persons who have attained the age of 18 years that are entitled to use the Clubhouse facilities and who otherwise pay for social rounds on the course.

16.8 *Life Members*

16.8.1 Members who have rendered outstanding service to the Club and have been elected as such by resolution carried by a two thirds majority of those present and voting at a General Meeting following the submission to such meeting of an appropriate recommendation from the Board.

16.8.2 A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of an Unlimited Playing Member.

16.8.3 There will be no more than **three (3)** Life Members at any time, unless otherwise determined by the members in General Meeting.

16.8.4 Notice of nomination for Life Membership of the Club signed by at least two (2) members entitled to vote at a General Meeting and also by the nominee consenting thereto shall be given to the Secretary.

16.8.5 Such nomination shall be reported to a Board meeting after receipt thereof at which a meeting of the Board shall, with the consent of two-thirds of voters present and voting, resolve to forward such nomination to the following Annual General Meeting for consideration.

16.8.6 Upon the request of any member of the Board all voting shall be by secret ballot.

16.7 *Provisional Member*

A person who has applied for admission as a member of the club, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application.

17. MEMBERS RIGHTS

The rights of members and of each class of membership to use the course and other facilities of the Club shall be as the Board may determine from time to time.

18. ELIGIBILITY

The requirements for eligibility of persons for election to the classes of membership of the Club shall be as the Board determines from time to time.

19. ELECTION OF MEMBERS

A person shall not be admitted as a member of the Club, unless they are elected to membership at a meeting of the Board of Directors. The Board may reject any application for membership without assigning any reason for such rejection. The election shall be by simple majority of the Board of Directors.

20. MEMBERSHIP NOMINATION PROCESS

- 20.1 In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form containing such particulars as are from time to time prescribed by the Board including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- 20.2 The nomination form must be signed by the candidate.
- 20.3 The nomination form shall be lodged with the Secretary, who shall place the name, address and occupation of the candidate (unless candidate wishes to invoke the Privacy Act) to be exhibited on the Club notice board for a continuous period of not less than one week before the Board Meeting, which will determine the election of the candidate as a member of the Club.
- 20.4 When a person has been elected to membership, the Secretary shall notify the person and upon payment of the entrance fee (if any) and first annual subscription, such person shall become a member of the Club. If such entrance fee and annual subscription is not paid within one month after the date of notice of election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.
- 20.5 A copy of the Constitution of the Club shall be supplied to a Member on request being made to the Secretary of the Club.
- 20.6 A person can become a Provisional Member provided they pay their annual subscription at the time of submitting their membership application form with playing rights determined in accordance with Rule 17.

21. TRANSFER OF MEMBERSHIP CLASS

The Board, at its discretion, may 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 membership to any other class of membership and 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.

Junior members may elect to transfer to either Unlimited or Limited Membership on reaching 18 years when annual subscriptions are next due.

22. SUBSCRIPTION AND OTHER FEES

The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe provided that the amount payable by members is not less than \$2 per annum or such other minimum amount prescribed from time- to time by the Registered Clubs Act.

Membership subscriptions must be paid annually in advance unless otherwise approved by the Board in the case of hardship.

23. PRO RATA LEVY

Any candidate elected during the Club's membership year to any class of membership will in respect of that membership year pay a pro-rata annual subscription to the end of the membership year.

24

PAYMENT OF MEMBERSHIP FEES

- 24.1 If a member has not paid the subscription or any part thereof or any other money due to the Club on or before the due date for payment, then the member will cease to be a financial member. If any such subscription or other money remains unpaid after 28 days from the due date, the Secretary will give to the member 14 days written notice within which further time the subscription or other money must be paid.
- 24.2 If the member pays any such subscription or other money within 28 days after the due date or within 14 days after the date of written notice, that member will again be a financial member.
- 24.3 If any such subscription or other money remains unpaid after 14 days from the date of the written notice, that person will cease to be a member of the Club and the person's name will be removed from the register of members. Neither the disciplinary proceedings provisions of this Constitution nor the rules of natural justice will apply to any procedure taken pursuant to this Rule.

25

REGISTER OF MEMBERS

The Club must keep a register of people who are members of the Club including name, address, phone number, occupation and the date on which that member last paid the fee for membership of the Club.

Members are required to advise the Secretary of any change to their contact details.

26.

DISCIPLINARY PROCEEDINGS

- 26.1 Subject to Rule 26.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member in the reasonable opinion of the Board, has willfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or is, in the reasonable opinion of the Board guilty of any conduct prejudicial to the interests of the Club; or guilty of any conduct which is unbecoming of a member.
- 26.2 The following procedure shall apply to disciplinary proceedings of the Club:
 - 26.2.1 A member shall be notified of any charge against the member pursuant to Rule 26.1; and the date, time and place of the meeting of the Board at which the charge is to be heard.
 - 26.2.2 The members charged shall be notified of the matter in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
 - 26.2.3 The member charged shall be entitled to attend the meeting for the purpose of answering the charge; and submit to the meeting written representations for the purpose of answering the charge.
 - 26.2.4 If the member fails to attend such meeting, the charge may be heard and the Board may decide on the evidence before it to impose any penalties having regard to any representations which may have been made to it in writing by the member

- 26.2.5 The Board must notify the member of its decision and if the member is present at the meeting, give the member opportunity to address the Board in relation to the penalty imposed.
- 26.2.6 No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the directors present in person vote in favour of such motion by secret ballot.
- 26.2.7 Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- 26.3 If a notice of charge is issued to a member pursuant to Rule 26.2.1, the Board by resolution shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- 26.4 Subject to Rules 26.5 and 26.6, a member who incurs a debt to the Club, and fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof may, by resolution of the Board, be suspended or expelled from membership.
- 26.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least fourteen (14) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 26.4.
- 26.6 The provisions of Rules 26.1 and 26.2 shall not apply to any member suspended or expelled pursuant to Rule 26.4.

27. DISCIPLINARY COMMITTEE

- 27.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 26 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- 27.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 26 save that a quorum of the Disciplinary Committee shall be three (3) Directors of the Club; and all references to the Board in Rule 26, except in Rule 26.2.7, shall be read as being referenced to the Disciplinary Committee.
- 27.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 28 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
 - 27.3.1 the procedure set out in Rule 26 is followed; and
 - 27.3.2 the member is notified that the Board is exercising the power under this Rule 27.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 27.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 27.1 and may hear and determine any charge against a member which by reason of the nature

of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

28. MEMBER UNDER SUSPENSION

- 28.1 Any member whose membership is suspended pursuant to Rules 26 or 27 shall during the period of such suspension not be entitled to:
- 28.1.1 attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - 28.1.2 participate in any of the recreational, social or sporting activities of the Club without the permission of the Board;
 - 28.1.3 attend or vote at any meeting of the Club;
 - 28.1.4 nominate or be elected or appointed to the Board or any sub-committee;
 - 28.1.5 vote in the election of the Board or any sub-committee;
 - 28.1.6 propose, second or nominate any eligible member for any office of the Club;
 - 28.1.7 propose, second or nominate any eligible member for Life membership.

29. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 29.1 In addition to any powers under Section 77 of the Liquor Act, a Board Member or a member holding a Responsible Serving of Alcohol certificate or subject to Rule 29.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- 29.1.1 who is then intoxicated, violent, quarrelsome or disorderly; or
 - 29.1.2 whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - 29.1.3 who hawks, peddles or sells any goods on the premises of the Club;
 - 29.1.4 who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - 29.1.5 who uses, or has in his or her possession, while on the premises of the Club any substance that a Board member suspects of being a prohibited drug or prohibited plant; and
 - 29.1.6 whom the Club, under the conditions of its club license, or a term of a liquor accord, is authorized or required to refuse access to the Club.
- 29.2 If pursuant to Rule 29.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, then a Board member or (subject to Rule 29.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 29.3 Without limiting Rule 29.2, if a person has been refused admission to or

turned out of the Club in accordance with Rule 29.1, the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.

29.4 Without limiting Rule 29.2 if a person has been refused admission to or turned out of the Club in accordance with Rule 29.1, the person must not remain in the vicinity of the Club.

29.5 Without limiting the provisions of Section 77 of the Liquor Act the people who under this Constitution are entitled to exercise the powers set out in this Rule shall be any Board member.

30. RESIGNATION AND CESSATION OF MEMBERSHIP

30.1 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 from the date on which it is received by the Secretary.

30.2 Every person ceasing to be a member of the Club (whether by resignation, expulsion being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

30.3 The Board may in its absolute discretion, waive the liability (or part thereof) referred to in Rule 30.2 or it may make a refund (or part thereof) of current fees, subscription or levies if in its opinion a bona fide request is made by or on behalf of a person who has ceased to be a Member.

31. ANNUAL GENERAL MEETING

A general meeting known as the Annual General Meeting shall be held each year at such time and place as determined by the Board but no later than **four (4) months** from the end of the Club's financial year or as determined by Law.

32. BUSINESS OF ANNUAL GENERAL MEETING

32.1 To confirm the minutes of the previous Annual General Meeting and any other General Meetings held since the previous Annual General Meeting.

32.2 To receive the Annual Report of the Board and the statement of accounts and balance sheet for the preceding financial year.

32.3 To receive the Auditor's report for the preceding financial year.

32.4 To elect the Directors as provided in this Constitution.

32.5 Any business of which due notice has been given in accordance with this Constitution.

33. GENERAL MEETING

33.1 A General Meeting may be convened by the Board whenever it thinks appropriate or on receipt by the Secretary of a requisition signed by not less than **20%** of the members of the Club or **20** members (whichever is the lesser) having at the date of such receipt by the Secretary, a right to vote at General Meetings.

33.2 Within 21 days of such receipt by the Secretary, the Board must proceed

to call a General Meeting to be held as soon as practicable, but not later than 2 months after such receipt. The following provisions will apply to such a requisition:

- 33.2.1 any requisition for a General Meeting must state the resolution to be proposed at the meeting and must be signed by the members making the requisition. The requisition may consist of several documents in identical wording each signed by one or more of those members; and
- 33.2.2 if the Board does not within 21 days from the date of receipt of any such requisition, duly proceed to call the meeting, the members who made the requisition or any of them representing more than 50% of the members making the requisition, may themselves call the meeting. However, any meeting so called must not be held after the expiration of 3 months from the date of the requisition.
- 33.3 In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board will be deemed not to have duly called the meeting if it does not give such notice of resolution as is required by Law.
- 33.4 Any meeting called under this Rule 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.
- 33.5 Any reasonable expenses incurred by the members in convening a meeting under this Rule must be repaid to those members by the Club.
- 33.6 Except as provided in this Constitution, no business proposed by members entitled to vote in General Meeting shall be considered at any General Meeting unless notice thereof has been given to the Club in accordance with Law and business shall not be brought before a General Meeting unless notice of same has been given to members as required under this Constitution.
- 33.7 Subject to the Law relating to Special Resolutions, at least 21 days' notice specifying the place, day and hour of a General Meeting and in the case of special business, the general nature of that business must be given in the manner provided by this Constitution to each member who is entitled to attend and vote at that meeting.
- 33.8 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 Supreme Court, on application of the member concerned or any other member entitled to attend the meeting, declares the meeting invalid.

34. QUORUM AT GENERAL MEETING

- 34.1 No business may be transacted at any Annual General Meeting or General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 34.2 The quorum requirements are not less than **fifteen (15)** members entitled to vote.
- 34.3 Should there not be a quorum present within 30 minutes from the time appointed for the meeting it shall be:
 - 34.3.1 dissolved if convened upon the requisition of members; and

- 34.3.2 in any other case, it shall be adjourned to a time and place as the Chairperson may determine but such period must be less than one month. At such adjourned meeting, if a quorum is not present, the members who are present shall constitute a quorum.

35. CHAIRPERSON OF GENERAL MEETING

- 35.1 The President shall act as Chairperson at every General Meeting of the Club. In his absence the Vice President will act as Chairperson and in the latter's absence, the members present and entitled to vote shall elect one of the members to chair the meeting.
- 35.2 Should there be an equality of votes on any resolution, the Chairperson shall have a second or casting vote.

36. VOTING AT GENERAL MEETING

- 36.1 Subject to this Constitution and the Law, any resolutions submitted to a General Meeting shall be decided by a majority determined by a show of hands unless a poll is demanded by the Chairperson or by at least 3 members present and entitled to vote.
- 36.2 If a poll is demanded it shall be taken in such manner and either at once or after an interval or adjournment as the Chairperson may direct. The result of the poll shall be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith.
- 36.3 A demand for a poll may be withdrawn.
- 36.4 Voting by proxy is not permitted.
- 36.5 In case of any dispute as to the admission or rejection of a vote, the Chairperson will determine the dispute and such determination, made in good faith, will be final.
- 36.6 A declaration by the Chairperson that a resolution has been carried or carried by a particular majority or vice versa is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

37. ADJOURNMENT OF GENERAL MEETING

- 37.1 The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished from the previous meeting.
- 37.2 Any resolution passed at an adjourned meeting will be deemed to *have* been passed on that date and not on an earlier date.
- 37.3 It is not necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for 30 days or more. In such a case, notice of the adjourned meeting must be given as in the case of an original meeting.

38. MINUTES OF GENERAL MEETING

Minutes of all resolutions and proceedings at General Meetings must be recorded in writing and are to be signed by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting, when they are deemed evidence of the proceedings to which they relate.

39. BOARD OF DIRECTORS

- 39.1 The Board shall consist of **ten (10)** eligible members and may include the following officers:
- President
 - Vice President
 - Men's Captain;
 - Ladies Captain
 - Treasurer
 - Secretary
 - Four other Directors
- 39.2 The Board shall be elected at the Annual General Meeting.
- 39.3 Subject to the Bi-Annual Rule the Board shall be elected for a two-year term.
- 39.4 In this clause:
- 39.4.1 "general meeting" means a meeting of the Financial Members of the Club at which members of the governing body are to be elected;
- 39.4.2 "Bi-annual Rule" means the rule of the club that provides for the election of members of the Board in accordance with this clause; and
- 39.4.3 "year" means the period between successive Annual General Meetings.
- 39.5 The members elected to the Board at the first general meeting at which the Bi-annual Rule applies shall be divided into two groups.
- 39.5.1 Group 1 shall be made up of the President, Treasurer, Secretary and two Board members. They shall hold office for two years.
- 39.5.2 Group 2 shall be made up of the Vice President, Ladies Captain, Men's Captain and two Board members. They shall hold office for one year.
- 39.5.3 If more than five and less than ten members are elected to the Board, then the five Directors with the largest number of votes shall fall within Group 1 one and thereby be elected for a two-year period. The remaining Directors shall fall within Group 2 and be elected for a single year.
- 39.5.4 Unless otherwise disqualified the members of the Board will be elected to either Group 1 for a period of 2 years; or Group 2 for a period of 1 year.
- 39.6 At each Annual General Meeting held while the Bi-annual Rule is in force (other than the first such meeting) the number of members required to fill vacancies on the Board shall be elected, unless otherwise disqualified, to hold office for two years.
- 39.7 A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this clause shall, unless otherwise disqualified, hold office until the next Annual General Meeting.

- 39.8 A person whose term of office on the Board under the Bi-annual Rule has expired is not for that reason ineligible for election for a further term.
- 39.9 If the Bi-annual Rule is revoked at a general meeting all the members of the Board cease to hold office.
- 39.10 Any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training for Directors as required by the Regulations made under the Registered Clubs Act.

40. ANNUAL GENERAL MEETING PROCEDURE

- 40.1 At least 28 days before the Annual General Meeting a list shall be displayed prominently in the Club house showing the offices that need to be filled and calling for nominations for those respective positions.
- 40.2 An eligible member may nominate for, but not hold, more than one office.
- 40.3 Nominations shall close at a time to be fixed by the Board but not less than 14 days before the commencement of the voting period.

41. VOTING PROCEDURES

- 41.1 Except as hereinafter provided, nominations for election to the Board, shall be made in writing and signed by two members entitled to attend and vote at General Meetings and by the nominee who shall state the office or offices for which they are nominated.
- 41.2 Nominations shall be lodged with the Secretary of the Club prior to the close of nominations. The Secretary shall duly record the date and time each nomination is lodged with him and shall forthwith post the notification of any such nomination on the Club notice board.
- 41.3 Members eligible for election to the Board may be nominated for more than one office and in the event of being elected to the senior office as hereinafter described shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this Constitution the order of seniority of offices shall be:
- President
 - Vice President
 - Men's Captain;
 - Ladies Captain
 - Treasurer
 - Secretary
 - Board Member

42. BALLOT PROCESS

- 42.1 If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- 42.2 If insufficient nominations are received for any offices, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the Meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot

for such vacancies shall be held at the meeting.

- 42.3 If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken prior to the Annual General Meeting for such contested position or positions. Such ballot papers shall be available from the Secretary to members eligible to vote at an Annual General Meeting and must be returned and placed in the Ballot Box at the Clubhouse by said member. The ballot will close no later than 5pm on the day before the Annual General Meeting or as otherwise instructed by the Board.
- 42.4 The ballot shall be counted by a Returning Officer and two or more scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer. The Returning Officer may or may not be a member of the Club but should not be an employee of the Club nor can he be seen to have any affiliation with or show support to any candidate or group of candidates. In the event of an equality of votes in favour of two or more candidates, the Chairperson of the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- 42.5 The Returning Officer shall conduct a draw for position of nominated candidates on the ballot paper.
- 42.6 At the closing of the poll and prior to the commencement of the Annual General Meeting, the Returning Officer and scrutineers shall proceed with the examination of the ballot papers and shall report the result to the Chairperson who shall then declare such candidate or candidates who received the greatest number of votes duly elected.
- 42.7 In any case of doubt as to the formality of a ballot paper, the matter shall be referred to the Returning Officer whose decision shall be final.

43

POWERS AND DUTIES OF THE BOARD

- 43.1 The Board shall be responsible for the management of the business and affairs of the Club.
- 43.2 Subject to the provisions of the Club's Constitution and of the Registered Clubs Act or Law, the Board shall have full control of the property of the Club and absolute authority in the administration of all the affairs and business of the Club, including the rights, privileges and obligations of members in respect of the Club. In particular, the Board has the power:
 - 43.2.1 To delegate any of its powers to Committees consisting of such Director or Directors and/or such members as it may think fit and also to revoke such delegation at any time. Any Committee so formed must conform to the Constitution and any Rule or restriction that is imposed on it by the Board. The President or the President's nominee, who must be a member of the Board, has the right to be an ex officio member of all such Committees.
 - 43.2.2 The meetings and proceedings of any Committee shall be governed by standard procedure and Rules of this Constitution, with any matters requiring decision determined by a majority vote of members present and in an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

- 43.3 To make any By-Law that is not inconsistent with this Constitution and considered necessary or desirable in the control and administration of the Club's assets and general affairs and for the convenience, comfort and well-being of members and to amend or rescind any such By-Law from time to time. Without limiting the generality of the Board's powers, the By-Laws may relate to the following matters:
- 43.3.1 The general management and control of the trading activities of the Club.
 - 43.3.2 The management and control of the Club's premises, golf course and all other amenities of the Club.
 - 43.3.3 The management and control of all competitions, play and dress on the course.
 - 43.3.4 The conduct of members, guests of members and visitors.
 - 43.3.5 The relationship between members and Club employees.
- 43.4 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. Any By-Law made under this Constitution comes into force and has the full authority of a By-Law of the Club 7 days after being posted on the Club Notice Board.
- 43.5 To appoint any delegate or delegates to represent the Club for any purpose and with such powers as may be thought fit.
- 43.6 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 think fit and to determine the duties, pay, salary or other remuneration of persons so appointed,
- 43.7 To purchase or otherwise acquire for the Club any property rights or privileges which the Board is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- 43.8 All projects involving major capital works should be properly defined, documented, budgeted and approved. Said projects should be subject to appropriate written contracts with the chosen supplier. If a Director of the Club has a real or potential material personal interest relating to the Club's major capital works, the nature of that interest is to be disclosed at the earliest possible opportunity and any conflicted director(s) will absent themselves from the Board's consideration of the project.
- 43.9 Wherever feasible and at the discretion of the Board, 3 quotes should be obtained for all projects costing over **\$5,000**.
- 43.10 Notwithstanding the powers contained in the foregoing Rules of this Constitution, the powers of the Board in relation to the purchase of any land, buildings, machinery, plant or other property or incurring liabilities are limited to the base amount of **\$50,000** in any one transaction without the approval of the majority of members obtained at a General Meeting. To cope with inflation and rising costs, the aforementioned base amount may be reviewed and varied annually by the Board in accordance with the C.P.I., figures published in the Commonwealth Bureau of Statistics.
- 43.11 To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

- 43.12 To institute, conduct, defend, settle or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to settle or allow time for payment and satisfaction of any debts due to and 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 the Award.
- 43.13 To determine who shall be authorised to sign or endorse on the Club's behalf, contracts, reports, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- 43.14 To invest and deal with any monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and to vary or realise such investments.
- 43.15 To borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise and either charged upon all or any of the Club's property both present and future or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights or privileges which the Board may think proper to confer on the holders.
- 43.16 To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods and chattels but not including land and buildings belonging to the Club and to lease any property of the Club and with the approval of a General Meeting of the Club, to exchange or sell any of the lands and buildings or other property and rights to which the Club may be entitled from time to time, provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act, without the consent of the Licensing Court being obtained.
- 43.17 To set the entrance fees, subscriptions and any other fees, charges or levies payable by members.
- 43.18 To recommend the amount of honorarium payable to any member of the Board or to any other person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- 43.19 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 or her duties for the Club,
- 43.20 To create sub-committees for the conduct, management and control of all or any activity in which the Club may be engaged in from time to time and to define and limit the persons (being members) eligible for membership of all or any such sub-committees. To prepare or approve and amend By-Laws for the control and regulation of such sub-committees and their conduct and activities and also to terminate or dissolve any such sub-committee or to reconstitute the same on a similar or different basis.

- 43.21 Subject to the general control and supervision of the Board, each such committee or section shall manage its own affairs but shall make regular reports to the Board as the Board may stipulate. The Minutes and records of such committee or section shall also be produced regularly and promptly for inspection when required by the Board.
- 43.22 The Constitution of any such committee or section may be amended if approved by a majority of members at a general meeting or at a meeting convened specifically for that purpose, provided that no amendment proposed and approved shall have effect unless and until it is approved by a resolution of the Board. The said Constitution shall not be inconsistent with the Club's Constitution or any By-Law of the Club.
- 43.23 Board shall cause Minutes to be recorded of:
- 43.23.1 all appointments of officers and employees;
- 43.23.3 all proceedings and resolutions of the Club and of the Board.
- 43.24 Any decision of the Board on the construction or interpretation of this Constitution or any matter arising there from, is conclusive and binding on the members subject to such construction or interpretation being varied or revised by the members entitled to vote in general meeting or by the Supreme Court.
- 43.25 The Board has the power to make charges or levies on members for general or specific purposes.
- 43.26 The Board will determine the terms and conditions under which visitors will be allowed to play on the golf course and access the club house.

44. PROCEEDINGS OF THE BOARD

- 44.1 The Board may meet together for the dispatch of business, adjourn and regulate its meetings as it thinks fit, provided that it shall hold a meeting at least once in each calendar month.
- 44.2 The President may at any time and the Secretary shall on the request of not less than 3 directors, summon a meeting of the Board which shall be held within 7 days of the request.
- 44.3 The President shall act as Chairperson of each meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall act as Chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, the other directors present shall elect one of their number to act as Chairperson of the meeting.
- 44.4 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairperson shall have a second casting vote.
- 44.5 The quorum for the transaction of the business of the Board is 3 members of the Board.
- 44.6 The Board has the power at any time to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office until the next Annual General Meeting.
- 44.7 Should the number of Board members be reduced below the number fixed by this Constitution as the necessary quorum for the Board, the continuing member or members may act solely for the purpose of

increasing the number of members of the Board to that number or the summoning of a general meeting of the Club but for no other purpose.

- 44.8 All acts done by any member of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person or that any of the aforementioned were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 44.9 A resolution in writing signed by all directors entitled to receive notice of a meeting of the Board shall be as valid as if it had been passed at a duly convened meeting of the Board. Separate copies of a document may be used for signing by the Directors provided that the wording of the resolution or statement in each copy is identical. The resolution is passed when the last Director signs, provided of course that a majority vote in accordance with this Constitution is obtained.

45. DECLARATION OF INTERESTS

- 45.1 In accordance with the Law, a director must disclose to the first meeting of the Board, any material personal interest that director has in a matter that relates to the affairs of the Club. Said disclosure must include the nature and extent of that material personal interest and must be recorded in the Minutes of that Board meeting.
 - 45.2 A director who has a material personal interest in a matter that is being considered at a meeting of the Board must not vote on the matter nor be present while the matter is being considered.
 - 45.3 Any director who has or acquires a financial interest in respect of a licensed venue, must in accordance with Section 41 D of the Registered Clubs Act, give a written declaration of that interest to the Secretary of the Club within 14 days.
 - 45.4 A Director of the Club (or any employee of the Club) that receives a gift from any organisation that is party to a contract with the Club, must submit a written return each year to the Club, declaring the gift. The return:
 - 45.4.1 must be in a form approved by the Director of Liquor & Gaming;
 - 45.4.2 is to be submitted to the Secretary of the Club within 21 days of the end of the financial year of the Club; and
 - 45.4.3 must relate to gifts received during that financial year.
- NOTE: Gifts include money, hospitality or discounts that exceed \$500 or gifts from the same contractor in the one financial year which added together exceed \$500.

46. ACCOUNTS AND AUDITS

- 46.1 The Board must maintain proper accounts and records of the financial affairs of the Club in accordance with the Law and the Registered Clubs Act.
- 46.2 The books of account must be kept at the Office of the Club or at such other place that the Board thinks fit. The Club must at all reasonable times make its accounting records available for the inspection of members of the Board and any other persons authorised or permitted by

Law or under the Registered Clubs Act or any other Act.

- 46.3 In accordance with Law and Registered Clubs Act, the Club must, within **four (4)** months after the end of the Club's financial year or not less than 21 days before the Annual General Meeting (whichever is the earlier) send to each member of the Club either a copy of the financial report, directors report and auditors report or a copy of the concise report that conforms to Law.
- 46.4 The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or subject to Law such other period that members may approve in general meeting.
- 46.5 An auditor must be appointed in accordance with Law and duties regulated in accordance with Law and Registered Clubs Act. The auditor's remuneration will be approved by the Board.

47. EXECUTION OF DOCUMENTS

- 47.1 The Board shall provide for the safe custody of the Seal.
- 47.2 The Club may execute a document (including a deed) by affixing the seal to the document and having the fixing of the seal witnessed by 2 members of the Board.
- 47.3 The Club may execute a document (including a deed) without using the seal if that document is signed by two members of the Board or one member of the Board and the Secretary.
- 47.4 The Club must not execute a document (with or without using the seal) except by authority of a resolution previously passed at a meeting of the Board.

48. NOTICES

- 48.1 A notice may be given by the Club to any member either personally or by sending it by prepaid post to the address recorded for that member in the Register of Members or by sending that notice by facsimile transmission or to the e-mail address nominated by the member.
- 48.2 Any communication is deemed to be effected:
 - 48.2.1 if delivered personally, on the date of delivery;
 - 48.2.2 if sent by prepaid ordinary post on the third day after posting;
 - 48.2.3 if sent by prepaid security post on the date that the acknowledgement of delivery is completed by the recipient; and
 - 48.2.5 if sent by e-mail, on the date of sending.

49. INDEMNITY

- 49.1 Every person who is or has been an officer of the Club (as defined in the Act), may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club, against any liabilities for costs and expenses incurred by that person:
 - 49.1.1 in defending any proceedings, whether civil or criminal, arising out of that person's capacity as an officer of the Club, in which judgement is given in that person's favour or in which that person is acquitted; and
 - 49.1.2 in connection with any application in relation to such

proceedings in which relief is granted under the Act by the Court.

- 49.2 Every person who is an officer of the Club (as defined in the Act) 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 to another person (other than the Club or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.
- 49.3 The Club may pay a premium for a contract insuring a person who is or has been an officer of the Club against a liability incurred by that person that does not arise out of conduct involving a willful breach of duty in relation to the Club or a contravention of the Act. Such insurance will be for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.