

CORPORATIONS ACT 2001

CONSTITUTION

of

HOWLONG COUNTRY GOLF CLUB LIMITED

ABN 92 001 023 516

Adopted 18th April 2011

INDEX	PAGE NO.
ABSENTEE LIST	14
ACCOUNTS	41
ADDRESSES OF MEMBERS	17
ADJOURNMENT OF GENERAL MEETINGS	40
AMENDMENTS TO CONSTITUTION	43
ANNUAL GENERAL MEETINGS	36
APPLICATION OF PROPERTY ON DISSOLUTION	5
AUDITORS	41
AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS	38
BOARD OF DIRECTORS	21
BY-LAWS	29
CATEGORIES OF MEMBERSHIP - ELIGIBILITY AND RIGHTS	8
COMMITTEES	28
CONTRACTS WITH DIRECTORS	32
CONTRACTS WITH SECRETARY	32
DECLARATIONS OF INTERESTS BY DIRECTORS	31
DEFINITIONS	1
DIRECTORS AND OFFICERS LIABILITY INSURANCE	31
DISCIPLINARY PROCEEDINGS	18
DISTINGUISHED MEMBERS	8
ELECTION OF BOARD - PROCEDURE	23
ELECTION OF MEMBERS	14
ENTITLEMENT TO COPY OF CONSTITUTION	15
ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES	15
EXECUTION OF DOCUMENTS	41
FINANCIAL YEAR	41
GENERAL MEETINGS	34
GENERAL POWERS OF THE BOARD	26
GUESTS	17
HONORARY MEMBERS	12
INDEMNITY TO OFFICERS	42
INTERPRETATION	43
JUNIOR PLAYING MEMBERS	10
LIFE MEMBERS	8
LIMITED LIABILITY	5
LIQUOR AND GAMING	7
MEMBERSHIP APPLICATION PROCEDURE	14
MEMBERS' GUARANTEE	5
MEMBERS' RESOLUTIONS	36
MEMBERSHIP	7
MINUTES	40
NAME	1
NON-PLAYING MEMBERS	10
NOTICES	42
OBJECTS	2
PATRONS	13
PLAYING MEMBERS	9
POWERS OF THE BOARD	26
PRELIMINARY	1
PROCEEDINGS AT GENERAL MEETINGS	38

PROCEEDINGS OF THE BOARD	30
PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING	32
PROPERTY AND INCOME OF THE CLUB	6
PROVISIONAL MEMBERS	11
QUORUM AT GENERAL MEETINGS	39
PROXY VOTING PROHIBITED	39
REGISTERS OF MEMBERS AND GUESTS	16
REMOVAL FROM OFFICE OF DIRECTORS	33
REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	20
RESIGNATION AND CESSATION OF MEMBERSHIP	21
SECRETARY	41
SPECIFIC POWERS OF THE BOARD	26
SUB-CLUBS	28
SUSPENSION OF MEMBERS	19
TEMPORARY MEMBERS	12
TRANSFER BETWEEN CATEGORIES OF MEMBERSHIP	13
TRIENNIAL RULE SCHEDULE	23
VACANCIES ON BOARD	33
VOTES OF MEMBERS	35

CONSTITUTION

of

HOWLONG COUNTRY GOLF CLUB LIMITED

ABN 92 001 023 516

NAME

1. The name of the Company is Howlong Country Golf Club Limited.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS

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

"The Act" means the Corporations Act. Any reference to a provision of the Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Act however that provision may be amended in that legislation;

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

"By-Laws" means the By-laws made in accordance with this Constitution;

"The Club" means Howlong Country Golf Club Limited ABN 92 001 023 516;

"Club Notice Board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted;

"Constitution" means this Constitution;

"Financial member" means a member who is not in default pursuant to the provisions of Rule 27.4;

"Full Member" means any person who is in one of the categories of membership referred to in Rule 12.3

"Gaming Machines Act" means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation;

"Month" except where otherwise provided in this Constitution means calendar month;

"The Office" means the registered office for the time being of the Club;

"Officers" includes the President, the Vice-Presidents and all other members of the Board;

"Registered Clubs Act" means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation;

"Rules" means the rules comprising this Constitution;

"Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is Secretary of the Club for the purpose of the Registered Clubs Act and has been so appointed by the Board;

"Special Resolution" has the meaning assigned thereto by the Act;

"Sub club" means any sporting or social or recreational club, incorporated or otherwise, established by the Board under Rule 42.1(a) and any sub club already in existence as at the date of the Special Resolution adopting this new Constitution.

- 5.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

- 6.1 The objects of the Club are:

- (a) to construct, establish, provide, maintain and conduct such golf courses, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine;
- (b) to promote and conduct the game of golf and such other sports, games, amusements and entertainment, pastimes and recreations indoor and outdoor as the Club may deem expedient;
- (c) to promote and hold, either (alone or jointly with any other association, club or person) competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainments provided that no member of the Club or other person shall receive any prize, medal, award or

distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting such activity may be awarded to him;

- (d) 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, provided that the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent as least as great as that imposed on the Club under or by virtue of Rule 10.1 of this Constitution.

6.2 In furtherance of its objects the Club has the power:

- (a) to buy, prepare, make, supply, sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports, games or entertainment and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the course, grounds, houses or premises of the club;
- (b) to purchase, take on lease or in exchange, hire and otherwise acquire any freehold or leasehold lands, buildings, easements or property real and personal and any rights or privileges which may be conveniently used in connection with any of the objects of the Club, provided that if the Club takes or holds any property which may be subject to any trust the Club shall only deal with the same in such manner as is allowed by law having regard to a trust of that kind;
- (c) to enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Club's objects or any of them and to seek to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with the terms of any such arrangements, rights, privileges and concessions;
- (d) to appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club;
- (e) to insure against loss or damage by fire or otherwise any insurable property of the Club and to effect public liability cover and to effect risk, accident and fidelity insurances covering any servant of the Club in the course of his or her employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of any risk, accident or fidelity claim arising 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 of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances;

- (f) to construct, improve, maintain, develop, carry out any work, alter, manage or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist and take part in such construction, improvement, maintenance, development, carrying out of any work alteration or management or control;
- (g) to invest and deal with the money of the Club not immediately required in such manner as may be permitted by law;
- (h) to borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities;
- (i) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (j) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act;
- (k) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Club's property of whatever kind sold by the Club or any money due to the Club from purchasers and others;
- (l) to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Club but subject always to the proviso in Rule 6.2(b);
- (m) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise;
- (n) to print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects;
- (o) to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Rule 10.1 of this Constitution;
- (p) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate;

- (q) to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate;
- (r) to make donations in accordance with any legislation or legislative guidelines for patriotic or charitable purposes to support the activities of recreational, charitable, social, sporting, clubs and organizations of Howlong and the surrounding areas by the provision of facilities and in-kind support with the aim of improvement in the way of life of the residents of these locations;
- (s) to raise money by entrance, fees, subscriptions and other payments payable by members;
- (t) to apply for and to obtain and hold a Certificate of Registration under the Registered Clubs Act and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club;
- (u) to acquire membership of the Registered Clubs Association of New South Wales and to affiliate with any corporation, association, body or entity whose purposes may promote the interests of the Club and its social, sporting and other activities and to arrange for the representation of the Club at or upon any corporation, association body or entity;
- (v) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

LIMITED LIABILITY

7. The liability of the members is limited.

MEMBERS' GUARANTEE

- 8.1 Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
 - (b) within one year of the date that he or she ceases to be a member.
- 8.2 The contribution referred to in Rule 8.1 shall be applied to:
- (a) the payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) the costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

- 9.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property:
- (a) shall not be transferred, paid to or distributed among the members; but
 - (b) shall be given or transferred to an institution or institutions having 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 Rule 10.1 of this Constitution.

- 9.2 The institution or institutions referred to in Rule 9.1(b) shall be determined by:
- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (b) the Supreme Court of New South Wales.

PROPERTY AND INCOME OF THE CLUB

- 10.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club.
- 10.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club, shall not be entitled under the Constitution 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.
- 10.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution 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 II 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.
- 10.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 10.5 Subject to Rule 10.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith, of reasonable and proper remuneration to any employee or servant of the Club;
 - (b) in good faith, of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding the official cash rate as fixed by the Board of the Reserve Bank of Australia from time to time plus two (2) per cent on money lent by a member to the Club; or
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 10.6 A director shall not receive from the Club remuneration or other benefit in money or money's worth except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;

- (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
- (c) interest at the rate referred to in Rule 10.5(c) on any money lent by the director to the Club;
- (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976; or
- (e) rent as referred to and in accordance with Rule 10.5(d).

LIQUOR & GAMING

- 11.1 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. This Rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 11.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- 11.3 A person under the age of eighteen (18) years shall not use or operate the gaming facilities of the Club.
- 11.4 The Secretary or an employee, director or member of any committee of the Club shall not be entitled under this 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 or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 11.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- 11.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

- 12.1 The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- 12.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior playing member.
- 12.3 The Full membership of the Club shall be divided into the following categories:
 - (a) Life members;
 - (b) Distinguished members;
 - (c) Categories of Playing members as determined by the Board from time to time;

- (d) Non-playing members; and
 - (e) Junior playing members.
- 12.4 Persons who are not Full members may, in accordance with this Constitution, be admitted to the Club as:
- (a) Provisional Members;
 - (b) Honorary Members; or
 - (c) Temporary Members.
- 12.5 The number of Full members having the right to vote in the election of the Board shall at all times exceed twenty-five per cent (25%) of the number of Full members of the Club.

CATEGORIES OF MEMBERSHIP - ELIGIBILITY AND RIGHTS

LIFE MEMBERS

- 13.1 A Life member shall be any member who has rendered outstanding service to the Club and upon whom Life membership of the Club is conferred in accordance with this Rule, together with all those persons who are listed in the register of members as Life Members as at the date of the Special Resolution adopting this new Constitution.
- 13.2 Life membership may only be conferred at a general meeting of the Club, including an Annual General Meeting.
- 13.3 Candidates for Life membership shall be nominated by one Playing, Distinguished, Non-Playing or Life member and seconded by another Playing, Distinguished, Non-Playing or Life member.
- 13.4 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 13.5 If a nomination for Life membership is approved by a resolution passed by not less than a two-thirds (2/3) majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- 13.6 A Life member shall be entitled to all the rights and privileges of a Playing member.
- 13.7 A Life member is relieved from the payment of any annual subscription or levies.

DISTINGUISHED MEMBERS

- 14.1 Distinguished members shall be persons who have attained the age of eighteen (18) years and are elected to Distinguished membership of the Club in accordance with this Rule, together with all those persons who are listed in the register of members as Distinguished members as at the date of the Special Resolution adopting this new Constitution.

- 14.2 Distinguished membership may only be conferred at a general meeting of the Club, including an Annual General Meeting.
- 14.3 Candidates for Distinguished membership shall be nominated by one Playing, Distinguished, Non-Playing or Life member and seconded by another Playing, Distinguished, Non-Playing or Life member.
- 14.4 If a nomination for Distinguished membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 14.5 If a nomination for Distinguished membership is approved by a resolution passed by not less than a two-thirds (2/3) majority of the members present and voting at the general meeting the person nominated shall thereby be a Distinguished member of the Club.
- 14.6 A Distinguished member shall be entitled to all the rights and privileges of a Playing member.
- 14.7 Subject to the provisions of Rule 27, a Distinguished member shall pay such annual subscription as the Board may determine from time to time.

PLAYING MEMBERS

- 15.1 Playing members shall be persons who have attained the age of eighteen (18) years and are elected to Playing membership of the Club and persons transferred by the Board from another class of Ordinary membership to Playing membership, together with all those persons who are listed in the register of members as Playing members as at the date of the Special Resolution adopting this new Constitution.
- 15.2 Subject to the provisions of Rule 27, Playing members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 15.3 Playing members are entitled:
- (a) to all the social privileges and advantages of the Club;
 - (b) to have use of such sporting facilities of the Club as pertain to the category of Playing membership to which they belong, as determined by the Board from time to time;
 - (c) to attend and vote at Annual General Meetings and general meetings of the Club;
 - (d) subject to Rules 35.6 and 35.7, to nominate for and be elected or appointed to hold office on the Board;
 - (e) to vote in the election of the Board;
 - (f) to vote on any special resolution to amend this Constitution;
 - (g) to propose, second, or nominate any eligible member for any office of the Club;
 - (h) to propose, second or nominate any eligible member for Life membership or Distinguished membership; and

- (i) to introduce guests to the Club.

NON-PLAYING MEMBERS

- 16.1 Non-Playing members shall be persons who have attained the age of eighteen (18) years and are elected to Non-Playing membership of the Club and persons transferred by the Board from another class of Ordinary membership to Non-Playing membership, together with all those persons who are listed in the register of members as Non-Playing members as at the date of the Special Resolution adopting this new Constitution.
- 16.2 Subject to the provisions of Rule 27, Non-Playing members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 16.3 Non-Playing members are entitled:
 - (a) to all the social privileges and advantages of the Club;
 - (b) to play social golf and social bowls only, subject to the payment of a green fee set by the Board;
 - (c) to attend and vote at Annual General Meetings and general meetings of the Club;
 - (d) subject to Rules 35.6 and 35.7, to nominate for and be elected or appointed to hold office on the Board, provided that there shall be no more than two financial Non-Playing members on the Board of Directors at any one time;
 - (e) to vote in the election of the Board;
 - (f) to vote on any special resolution to amend this Constitution;
 - (g) to propose, second, or nominate any eligible member for any office of the Club;
 - (h) to propose, second or nominate any eligible member for Life membership or Distinguished membership; and
 - (i) to introduce guests to the Club.

JUNIOR PLAYING MEMBERS

- 17.1 Junior Playing members shall be persons who are nine (9) years of age and over but under the age of eighteen (18) years and who are elected by the Board to Junior Playing membership of the Club.
- 17.2 A person shall not be admitted as a Junior Playing member of the Club unless the Board:
 - (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club of the Club;

- (b) has received from that persons parent or guardian written consent to that person becoming a Junior Playing member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club; and
 - (c) is satisfied that that person will take part in regular sporting activities organised by the Club or a sub club of the Club.
- 17.3 Subject to the provisions of Rule 27, Junior Playing Members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 17.4 Junior Playing members shall have the privilege of playing facilities to such extent and subject to such conditions and restrictions as the Board may from time to time determine and impose.
- 17.5 Junior Playing members shall be entitled to use such portions of the Clubhouse as the Board may from time to time determine, provided however that no liquor shall be sold or supplied to any Junior Playing member nor shall any Junior Playing member operate a gaming machine or be within the area in which gaming machines are located.
- 17.6 Junior Playing members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 17.7 Junior Playing members shall not be permitted to introduce guests into the Club.
- 17.8 Upon a Junior Playing member attaining the age of eighteen (18) years he shall cease to be a member of the Club or alternatively, at his request and subject to the provisions of Rule 22, he may be transferred either to a category of Playing membership or to the category of Non-Playing member.

PROVISIONAL MEMBERS

- 18.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the category of 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.
- 18.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 18.3 Provisional members shall be entitled:
- (a) to the social facilities and advantages of the Club to such extent as the Board may determine from time to time; and
 - (b) to introduce guests into the Club.

- 18.4 Provisional members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

HONORARY MEMBERS

- 19.1 A prominent citizen or local dignitary visiting the Club may be made an Honorary member of the Club in accordance with procedures established by the Board from time to time.
- 19.2 Pursuant to Rule 21.2, a Patron for the time being of the Club is deemed to be an Honorary member of the Club.
- 19.3 An Honorary member shall be entitled to the social facilities and advantages of the Club to such extent as the Board may determine from time to time.
- 19.4 An Honorary member shall not be permitted to introduce guests into the Club other than a minor in accordance with Rules 30.2.
- 19.5 An Honorary member shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 19.6 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full or the surname and initials of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred; and
 - (d) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

- 20.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) any person whose permanent place of residence in New South Wales is not less than a distance of 20 kilometres radius from the Club or such other 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 another 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 who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day;
 - (d) any interstate or overseas visitor.

- 20.2 Temporary members shall not be required to pay an entrance fee or annual subscription.
- 20.3 Temporary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 20.4 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rules 30.2.
- 20.5 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
- 20.6 No person under the age of eighteen (18) years may be admitted as a Temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 20.1(c).
- 20.7 When a Temporary member, other than a Temporary member admitted pursuant to Rule 20.1(c), first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (a) the name in full of the Temporary member;
 - (b) the residential address of the Temporary member;
 - (c) the date on which Temporary membership is granted; and
 - (d) the signature of the Temporary member.

PATRONS

- 21.1 The members in general meeting may appoint a Patron or Patrons upon the recommendation by the Board. The Board shall have the power to determine the eligibility criteria for persons to be appointed Patrons of the Club.
- 21.2 A Patron shall be deemed to be an Honorary member of the Club provided that if the Patron is or becomes a full member of the Club the Patron shall also be eligible for all the entitlements pertaining to the category of membership to which from time to time he or she may belong.

TRANSFER BETWEEN CATEGORIES OF MEMBERSHIP

- 22.1 The Board shall have the power on the application of a member to transfer that member to another category of membership other than Life membership or Distinguished membership if the member has the qualifications for that other category of membership.
- 22.2 Any application for transfer of membership pursuant to this Rule 22.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another category of membership of the Club.

- 22.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 22.4 Upon a member being transferred to another category of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

ABSENTEE LIST

- 23.1 The Board in its discretion may make special arrangements not inconsistent with the Registered Clubs Act as to the payment of subscriptions and the amount thereof by:
- (a) any member leaving the State of New South Wales or residing outside that State (“Absentee member”); or
 - (b) by an Absentee member returning to reside in the State of New South Wales.
- 23.2 The names of Absentee members shall be placed on an absentee list.
- 23.3 For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the State of New South Wales.

ELECTION OF MEMBERS

- 24.1 A person shall not be admitted as a member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 24.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 24.3 The Board may reject any application for membership without assigning any reason for such rejection.

MEMBERSHIP APPLICATION PROCEDURE

- 25.1 Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth, gender and the age of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

- (f) the signature of the applicant; and
 - (g) such other particulars as may be prescribed by the Board from time to time.
- 25.2 Every form of application for membership shall be submitted to an authorised officer of the Club together with:
- (a) the entrance fee (if any) and the appropriate annual subscription; and
 - (b) proof of identity such as (without limitation) photo identification in the form of a current driver's licence or a current passport held by the applicant.
- 25.3 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall propose the applicant for membership by signing the application form and shall cause the application to be sent to the Secretary.
- 25.4 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 25.3 and who has paid the Club the entrance fee (if any) and the first annual subscription for the category of membership applied for shall thereby become a Provisional member.
- 25.5 The name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- 25.6 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- 25.7 (a) Upon a person being elected as a member of the Club the Secretary shall cause notice of such election to be given promptly to that person.
- (b) If a person fails to be elected to membership the Secretary shall cause notification thereof to be given promptly to that person and the entrance fee (if any) and first annual subscription paid to be refunded.

ENTITLEMENT TO COPY OF CONSTITUTION

26. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

- 27.1 The Board shall, from time to time, be entitled to decide that subscriptions and other amounts payable may be paid monthly, quarterly, half-yearly, annually or for more than one (1) year, in advance, as permitted by the Registered Clubs Act. The time and manner of payment thereof and all other matters pertaining thereto not specifically

provided for by this Constitution shall be as prescribed by the Board from time to time.

27.2 The entrance fee and subscriptions payable by members of the Club shall be considered by the Board from time to time and any proposed change shall be presented on the recommendation of the Board as an ordinary resolution to a General Meeting or an Annual General Meeting of the members for ratification, provided that the annual subscription payable by full members other than Life Members shall be not less than two dollars (\$2) or such other minimum subscription prescribed from time to time by the Registered Clubs Act.

27.3 Revoked.

27.4 (a) If the annual subscription or any part thereof of any member, or any other amount payable by the member, is not paid within a period of two (2) months from the date upon which it falls due for payment the full amount of the annual subscription then outstanding and any other amount payable by that member shall forthwith become due and payable. The Secretary shall give to the member in default seven (7) days written notice within which the amount owing must be paid, and if the full amount is not paid within the time limited by such notice the defaulting member shall thereupon be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.

(b) Notwithstanding the provisions of Rule 27.4(a) a Playing member or Junior Playing member shall not be entitled to the use of any of the sporting facilities of the Club whilst the member's annual subscription or any part thereof that has fallen due for payment, or any other amount payable by the member, is outstanding.

27.5 The Board shall have power to make charges and levies on Full members other than Life members and Distinguished members for general or special purposes.

REGISTERS OF MEMBERS AND GUESTS

28. The Club shall keep the following registers:

(a) a register of persons who are Full members. This register shall set forth in respect of each of those members:

(i) the name in full and the gender;

(ii) the occupation;

(iii) the address;

(iv) the date on which the entry of the member's name in the register is made; and

(v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members);

(b) a register of persons who are Honorary members, which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act;

- (c) a register of persons who are Temporary members other than Temporary members referred to in Rule 20.1(c), which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members, which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

ADDRESSES OF MEMBERS

- 29. Full members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 28(a).

GUESTS

- 30.1 Members of all categories except Junior Playing members, Honorary members and Temporary members shall have the privilege of introducing guests, including minors, to the Club.
- 30.2 Notwithstanding Rule 30.1 and subject to the provisions of Rules 30.3, 30.11 and 30.12 an Honorary member or a Temporary member shall have the privilege of introducing minors as guests.
- 30.3 The provisions of Rules 30.11 and 30.12 shall be observed in respect of a guest who is a minor regardless of the manner in which the minor is introduced.
- 30.4 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry. A member does not need to enter any details in the register of guests in respect of any of their guests that are minors.
- 30.5 A member shall not 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 who:
 - (a) pursuant to Rule 31.1 has been expelled from the Club; or
 - (b) pursuant to Rule 31.1 or Rule 32 is then suspended; or
 - (c) pursuant to Rule 33 has been refused admission to, or turned out of, the Club.
- 30.6 A member introducing a guest to the Club shall be responsible for the conduct of the guest.
- 30.7 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 30.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

- 30.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 30.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 30.11 A member may bring into the non restricted areas of the Club premises as the guest of member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that member;
 - (b) who does not remain on the Club premises any longer than the member whose guest the minor is; and
 - (c) in relation to whom the member is a responsible adult.
- 30.12 For the purposes of Rule 30.11(c) “responsible adult” means a person of or over the age of eighteen (18) years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or a person who is in a de facto relationship as defined in Section 4 of the Property (Relationships) Act 1984 with the minor;
 - (c) a person for the time being having supervisory responsibility of a parental nature for the minor.
- 30.13 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

DISCIPLINARY PROCEEDINGS

- 31.1 Subject to Rules 31.2 to 31.9 (both inclusive), the Board shall have the power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board:
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
- 31.2 A member shall be notified of:
- (a) any charge against the member pursuant to Rule 31.1; and

- (b) the date, time and place of the hearing of the charge.
- 31.3 The member charged shall be notified of the matters in Rule 31.2 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which the charge is to be heard.
- 31.4 The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge. The member charged shall not be entitled to legal representation at the hearing.
- 31.5 If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may make its decision on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- 31.6 After the Board has considered the evidence put before it, the Board must decide as to whether the member is guilty or not of the charge.
- 31.7 When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- 31.8 If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
- 31.9 No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a two-thirds (2/3) majority of the directors present in person vote in favour of such motion.
- 31.10 Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.

SUSPENSION OF MEMBERS

- 32.1 If a notice of charge pursuant to Rule 31.1 is issued to a member, the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined, or for six (6) weeks, whichever is the sooner.
- 32.2 A member suspended pursuant to Rule 32.1 shall be notified promptly thereof by prepaid letter posted to the member's last known address.
- 32.3 A member suspended pursuant to any Rule of the Club shall, during the period of such suspension, not be entitled to:
- (a) attend at the premises of the Club or upon any land owned by the Club for any purpose without the permission of the Board;
 - (b) participate in any of the social or sporting activities of the Club or any sub club;

- (c) attend or vote at any meeting of the Club;
- (d) nominate or be elected or appointed to the Board;
- (e) propose, second or nominate any eligible member for any office of the Club;
or
- (f) propose, second or nominate any eligible member for Life membership or Distinguished membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

33.1 In addition to any powers under Section 67A of the Registered Clubs Act, the Secretary or, subject to Rule 33.3, 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:

- (a) who is then intoxicated, violent, quarrelsome or disorderly;
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club may render the Club or the Secretary liable to a penalty under the Registered Clubs Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club without the approval of the Board;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or
- (g) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.

33.2 If pursuant to Rule 33.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 33.3) 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.

33.3 Without limiting the provisions of Section 67A of the Registered Clubs Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

- (a) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; or
- (b) any employee authorised in writing by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 34.1 A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- 34.2 Any member who has resigned pursuant to Rule 34.1 shall not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

BOARD OF DIRECTORS

- 35.1 Until the conclusion of the next Annual General Meeting after the approval of the special resolution to adopt this new Constitution the Board shall continue to consist of twelve (12) directors comprising of a President, two (2) Vice Presidents, a Captain, a Bowls Manager and seven (7) Ordinary directors.
- 35.2 The members of the Board in office as at the date of the approval of the special resolution to adopt this new Constitution shall remain in office until the conclusion of the next Annual General Meeting thereafter, at which meeting they shall retire but shall be eligible for re-election.
- 35.3 (a) From the conclusion of the first Annual General Meeting following the approval of the special resolution to adopt this new Constitution until the conclusion of the 2012 Annual General Meeting the Board shall consist of eleven (11) directors, comprising of nine (9) directors elected in accordance with the triennial rule, and a Captain and a Bowls Manager both of whom shall be elected annually by members at the Annual General Meeting in accordance with the procedure prescribed by Rules 35.3(b), 35.3(c) and 35.3(d).
- (b) At the first Annual General Meeting after the adoption of this Constitution the Members shall elect to office: a President, two (2) Vice Presidents, a Captain and a Bowls Manager and six (6) Ordinary Directors. The term of office of the President and Vice Presidents so elected shall expire at the conclusion of the next Annual General Meeting, but notwithstanding this, a President or Vice President who continues to be a member of the Board shall be eligible for re-election to office.
- (c) At the 2010 Annual General Meeting:
- (i) the Members shall elect to office: a Captain, a Bowls Manager and the number of Directors required to fill vacancies on the Board; and
- (ii) forthwith after the election of the Board, the Members shall elect to office: a President and two (2) Vice Presidents from the eleven (11) members of the Board.
- (d) At the 2011 Annual General Meeting:
- (i) the Members shall elect to office: a Captain, a Bowls Manager and the number of Directors required to fill vacancies on the Board; and

- (ii) forthwith after the election of the Board, the Members shall elect to office: a President and two (2) Vice Presidents from the directors elected under the triennial rule.
- 35.4 (a) From the conclusion of the 2012 Annual General Meeting until the conclusion of the 2013 Annual General Meeting the Board shall consist of ten (10) directors, comprising of nine (9) directors elected in accordance with the triennial rule, and a Bowls Manager who shall be elected for a term of office that will expire at the conclusion of the 2013 Annual General Meeting.
- (b) At the 2012 Annual General Meeting:
 - (i) the Members shall elect to office: a Bowls Manager and the number of Directors required to fill vacancies on the Board; and
 - (ii) forthwith after the election of the Board, the members shall elect to office: a President, one (1) Vice President and a Captain from the directors elected under the triennial rule.
- 35.5 (a) As and from the conclusion of the 2013 Annual General Meeting the Board shall consist of nine (9) directors elected in accordance with the triennial rule.
- (b) At the 2013 Annual General Meeting and each subsequent Annual General Meeting:
 - (i) the Members shall elect to office the number of Directors required to fill vacancies on the Board and;
 - (ii) forthwith after the election of the Board, the members shall elect to office: a President, one (1) Vice President, a Captain and a Bowls Manager from the nine (9) members of the Board.
- 35.6 A member shall not hold office as a member of the Board whether by election or appointment unless he normally resides within a radius of not more than fifty (50) kilometres from the Club and is a Life member, financial Distinguished member, financial Playing member or financial Non-Playing member of the Club.
- 35.7 No member currently under suspension shall be elected or appointed to the Board or perform duties as an office holder or member of any committee while he remains unfinancial or during a period of suspension.
- 35.8 There shall be no more than two Non-Playing members on the Board at any one time.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

36. Upon election to the Board of the Club or on appointment to the Board following a casual vacancy, each and every Officer and Director shall forthwith arrange through the Secretary of the Club a policy of Directors and Officers Liability Insurance. The Club shall attend to payment of the premium for this policy.

ELECTION OF BOARD – PROCEDURE

- 37.1 As and from the commencement of the election process for the Board in 2009 the election of the Directors other than the Captain and the Bowls Manager shall be conducted annually in accordance with the triennial rule as set out in the Registered Clubs Act which is reflected in the provisions set out in this Rule 37.1 and the following Schedule:

SCHEDULE ***(Triennial Rule)***

Definitions

1. In this Schedule –

“**General Meeting**” means a meeting of the members of the Club at which members of the governing body are to be elected;

“**Triennial rule**” means the rule of the Club that provides for the election of members of the governing body in accordance with this Schedule;

“**Year**” means the period between successive general meetings.

First general meeting under triennial rule

- 2.1 The members elected to the Board of Directors at the first general meeting at which the triennial rule applies shall be divided into three groups.
- 2.2 The groups -
- (a) shall be determined by drawing lots;
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group 1, group 2 and group 3.
- 2.3 Unless otherwise disqualified, the members of the Board of Directors -
- (a) in group 1 shall hold office for 1 year;
 - (b) in group 2 shall hold office for 2 years; and
 - (c) in group 3 shall hold office for 3 years.

SCHEDULE
(Triennial Rule), continued

Subsequent general meetings

3. Except as otherwise provided by Rule 35, at each general meeting held while the triennial rule is in force the number of members required to fill vacancies on the Board of Directors shall be elected and shall, unless otherwise disqualified, hold office for three (3) years.

Casual vacancies

- 4.1 A person who fills a casual vacancy in the office of a member of the Board of Directors elected in accordance with this schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- 4.2 A vacancy caused at a general meeting by a person ceasing to hold office under clause 4.1 shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

5. A person whose term of office as a member of the Board of Directors under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

- 6.1 If the triennial rule is revoked at a general meeting, all the members of the Board of Directors thereupon cease to hold office and an election shall be held at that meeting to elect the members of the Board of Directors.
- 6.2 If the triennial rule is revoked otherwise than at general meeting, all the members of the Board of Directors cease to hold office at the next succeeding general meeting, and an election shall be held at that next succeeding general meeting to elect the members of the Board of Directors.

END OF SCHEDULE

- 37.2 At least fourteen (14) days prior to the date of the Annual General Meeting in each year the Secretary shall post on the Notice Board a notice calling for nominations for the Board.
- 37.3 Nominations for election to the Board must be in writing and signed by two (2) eligible Full members of the Club and the nominee; and delivered to the Secretary at least seven (7) days prior to the Annual General Meeting of the Club.

- 37.4 Upon receipt of each nomination the Secretary shall post the names of the nominee and his proposers on the Notice Board.
- 37.5 Nominations shall be deemed to close at 5:00pm on the day that is seven (7) days prior to the Annual General Meeting of the Club.
- 37.6 A person may only withdraw his nomination before nominations close and may only do so in writing addressed to and delivered to the Secretary.
- 37.7 At the Annual General Meeting of the Club –
- (a) if the number of candidates nominated is not sufficient to fill the available positions on the Board then the nominated candidates shall be declared elected to the relevant positions and additional nominations shall, with the consent of the nominee or nominees, be made at that meeting for the positions not so filled;
 - (b) if there are only the requisite number nominated for the available positions then those candidates shall be declared duly elected; or
 - (c) if the number of candidates nominated is more than sufficient to fill the available positions an election by ballot shall be held.
- 37.8 If a ballot is required, this shall be conducted at the Annual General Meeting.
- 37.9 The Board shall appoint a Returning Officer and at least two (2) Assistant Returning Officers to take charge of the ballot.
- 37.10 No officer or employee of the Club, nor any candidate for office, shall be eligible to be appointed or to act as Returning Officer or Assistant Returning Officer on any ballot.
- 37.11 The ballot shall be conducted by the Returning Officer with the assistance of the Assistant Returning Officers. The names of all candidates shall be entered on a ballot paper and the names of any retiring candidates standing for re-election shall be indicated by an asterisk. The order in which the names of the candidates is to be entered on the ballot paper shall be determined by the Returning Officer drawing lots.
- 37.12 The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers, the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting. The decision of the Returning Officer as to the informality of any vote shall be final.
- 37.13 The Board may prescribe the manner in which the votes are to be marked on the ballot paper and such other matters as it may deem necessary to ensure the secrecy of the ballot. Unless and until the Board otherwise prescribes each member eligible to vote shall place a cross against the name of the candidate for whom he wishes to vote. Any ballot paper upon which votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- 37.14 The method of counting votes cast in a ballot shall be "first past the post" and the candidate, or where more than one candidate is to be elected, the number of candidates required to be elected, receiving the highest number of votes shall be declared elected.

- 37.15 In the event of an equality of votes in favour of two or more candidates that ballot shall be determined by the Returning Officer drawing lots.
- 37.16 If at the close of the Annual General Meeting any vacancies remain, such vacancies shall be casual vacancies and may be filled in accordance with Rule 50.2.
- 37.17 The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or Assistant Returning Officers set out in this Rule 37.
- 37.18 The Board shall have power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rules 37.1 to 37.17 (both inclusive).

POWERS OF THE BOARD

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

GENERAL POWERS

39. 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, subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution, provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

40. Without derogating from the general powers conferred by Rule 39 the Board shall have power from time to time:
- (a) to make, alter and repeal By-Laws pursuant to Rule.43.1 and 43.2;
 - (b) subject to the requirements of Rules 31.1 to 31.10 (both inclusive), to enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit;
 - (c) to purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as the Board thinks fit;
 - (d) to secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as the Board thinks fit;
 - (e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts

due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the terms of any award;

- (f) to determine who shall be authorised 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 moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board thinks fit and from time to time to vary or realise such investments;
- (h) from time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as the Board thinks fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future;
- (i) to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time subject to any limitation on these powers contained in the Registered Clubs Act;
- (j) to appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
- (k) to engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as from time to time the Board thinks fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time;
- (l) to set the entrance fees and annual or other subscriptions and fees payable by members of all classes, subject, in the case of annual subscriptions, to the provisions of Rule 27.2;
- (m) to fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution;
- (n) to acquire and maintain memberships and affiliations with such associations and entities as the Board thinks fit and to nominate members to represent the Club thereon.

COMMITTEES

41.1 Without derogating from the general powers conferred by Rule 39, the Board shall have power from time to time:

- (a) to delegate any of its powers to committees consisting of any:
 - (i) director;
 - (ii) member;
 - (iii) employee;
 - (iv) person who is not a member but who has a particular skill or expertise which they will apply to a committeeor any combination thereof; and
- (b) to revoke any such delegation.

41.2 A committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

41.3 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

41.4 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the meeting shall have a casting vote.

41.5 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, in conjunction with, and subject to the provisions of, Rules 41.1 to 41.4 (both inclusive).

41.6 A committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

42.1 Without derogating from the general powers conferred by Rule 39 the Board shall have power from time to time:

- (a) by resolution, to establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time;
- (b) subject to the general control and supervision of the board, to allow each of the sub clubs established pursuant to Rule 42.1(a) and those already in existence, to conduct, manage and control the sporting, social or recreational activities for which they were respectively established within the Club;
- (c) to allow each of the sub clubs to create rules and by-laws not inconsistent with this Constitution or the Registered Clubs Act for the control and regulation of its sporting, social or recreational activities;

- (d) to permit any such sub club to adopt a distinctive name (provided it be described as a sub club of the Club) and to become affiliated with relevant bodies controlling or administering the sporting, social or recreational activity for which the sub club has been established on such terms and conditions not inconsistent with this Constitution or the Registered Clubs Act as such bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such bodies or as required.
- 42.2 All sub clubs established pursuant to Rule 42.1(a) and those already in existence must conform to any by-law made by the Board pursuant to either Rule 43.1 or Rule 43.2.
- 42.3 The President and the Vice Presidents shall be ex officio members of all the committees of every sub club and they shall be entitled to nominate a director to represent them on each such committee.
- 42.4 Each sub club shall make regular reports to the Board, or otherwise as may be required from time to time by the Board. The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- 42.5 The Board may empower each sub club to open and operate a bank account in the name of the sub club in such bank or banks as the Board may from time to time approve, provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- 42.6 The rules and by-laws of a sub club may be amended from time to time by a majority of the members for the time being of that sub club in general meeting of such members, either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it has been approved by resolution of the Board. Approval shall not be unreasonably withheld.
- 42.7 Any disciplinary action by a sub club in respect of a member of that sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- 42.8 The Board has the right to require any sub club to have its annual accounts audited.

BY-LAWS

- 43.1 The Board may make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- 43.2 Without limiting the generality of Rule 43.1 the Board may regulate:
- (a) such matters as by this Constitution the Board is specifically empowered to regulate by By-law;
 - (b) the general management, control and trading activities of the Club;

- (c) the control and management of the Club premises;
 - (d) the conduct of members and guests of members;
 - (e) the privileges to be enjoyed by each category of members; and
 - (f) generally, all matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- 43.3 A By-law made under either Rule 43.1 or Rule 43.2 or any other Rule, shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- 43.4 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

PROCEEDINGS OF THE BOARD

- 44.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary and at least once in each calendar month for the transaction of business.
- 44.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 44.3 The President shall preside as chairman at every meeting of the Board, or if at any meeting he is not present or is unwilling or unable to act, then a Vice President shall act as chairman. If a Vice President is not present, or if neither Vice President is willing or able to act, then the Board members present may elect their own chairman.
- 44.4 The quorum for meetings of the Board shall be six (6) directors personally present or present in terms of Rule 44.10.
- 44.5 The President may at any time, and the Secretary shall upon the request of not less than three (3) directors, convene a meeting of the Board.
- 44.6 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of the members present, and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a casting vote.
- 44.7 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

- 44.8 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 44.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 44.10 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DECLARATIONS OF INTERESTS BY DIRECTORS

- 45.1 A director who has a material personal interest in a matter that relates to the affairs of the Club must:
- (a) as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 46.1.
- 45.2 A director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 45.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift exceeds the amount prescribed by the Regulations under the Registered Clubs Act.
- 45.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.
- 45.5 Rules 45.1 to 45.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 46.1 In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- 46.2 The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 46.1.

CONTRACTS WITH DIRECTORS

- 47.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 47.2 A “pecuniary interest” in a company for the purposes of Rule 47.1 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- 47.3 Provided that the provisions of Rules 45, 46.1 and 47.1 have been satisfied with respect to a commercial arrangement or a contract:
- (a) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract;
 - (b) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided; and
 - (c) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract

CONTRACTS WITH SECRETARY

- 48.1 Subject to Rule 48.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary;
 - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary;
or
 - (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- 48.2 Rule 48.1 does not prevent the Club entering into a contract with any of the above persons which is:

- (a) a contract of employment; or
- (b) a result of an open tender process conducted by the Club; or
- (c) otherwise permitted by the Registered Clubs Act.

REMOVAL FROM OFFICE OF DIRECTORS

- 49.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his, her or their period of office; and
 - (b) appoint another person or persons in his, her or their stead, provided any person so appointed is eligible to be a director in accordance with this Constitution.
- 49.2 Any person appointed pursuant to Rule 49.1(b) shall hold office during such time only as the person in whose place he or she is appointed would have held office if he or she had not been so removed.
- 49.3 Notice of intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

- 50.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent or under administration;
 - (b) is convicted of any offence referred to in Section 206B of the Act;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;
 - (e) by notice in writing given to the Secretary resigns from office as a director;
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act;
 - (g) ceases to be a member of the Club; or
 - (h) becomes an employee of the Club.

- 50.2 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until such time as determined by the triennial rule set out in the Schedule to Rule 37.1

GENERAL MEETINGS

- 51.1 A general meeting of the members of the Club must be held for a proper purpose.
- 51.2 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) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 51.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 51.4 The Board must call and arrange to hold a general meeting of the Club on the request of:
- (a) members with at least five per cent (5%) of the votes that may be cast at the general meeting; or
 - (b) at least one hundred (100) members who are entitled to vote at the general meeting.
- 51.5
- (a) In this Rule the term "the request" means a request pursuant to Rule 51.4.
 - (b) The request must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) signed by the members making the request; and
 - (iv) be given to the Secretary.
 - (c) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (d) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
 - (e) Members with more than fifty per cent (50%) of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board does not do so within twenty-one (21) days after the request is given to the Secretary.
 - (f) The meeting referred to in Rule 51.5(e) must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Secretary.

- (g) In order to enable them to call the meeting referred to in Rule 51.5(e), the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
 - (h) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with Rule 51.5(d). The directors who are liable are jointly and individually liable for the amount. Without prejudice to any other mode of recovery available at law, if a director who is liable for the amount does not reimburse the Club, the Club must deduct the amount or as much thereof as is possible from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- 51.6 At least twenty-one (21) days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 51.7 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting;
 - (b) state the general nature of the meeting's business; and
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the wording of the proposed resolution.
- 51.8 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty-one (21) days prior to the date of the meeting.
- 51.9 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting, nor the omission to post a copy of a notice of the meeting on the Notice Board, shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

VOTES OF MEMBERS

- 52.1 Only Life members, financial Playing members, financial Distinguished members and financial Non-Playing members shall be entitled to attend and vote at any general meeting of the Club.
- 52.2 Subject to Rule 57, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- 52.3 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

ANNUAL GENERAL MEETINGS

- 53.1 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 60.4;
 - (c) to elect the Board of Directors of the Club;
 - (d) to appoint an Auditor or Auditors in the event that there is a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any); and
 - (f) to deal with any other business of which due notice has been given to the members.
- 53.2 The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 53.3 If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

- 54.1 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least five per cent (5%) of the votes that may be cast on the resolution; or
 - (b) at least one hundred (100) members who are entitled to vote at a general meeting.
- 54.2 The notice must:
- (a) be in writing;
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the members proposing to move the resolution.
- 54.3 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 54.4 The percentage of votes that members have is to be worked out as at the midnight immediately before the members give the notice to the Secretary.

- 54.5 If the Secretary has been given notice of a resolution complying with Rules 54.1 and 54.2, the resolution must be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 54.6 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 54.7 (a) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (b) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. However, at a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 54.8 The Club need not give notice of the resolution:
- (a) if it is:
- (i) more than one thousand (1,000) words long; or
- (ii) defamatory; or
- (b) if the members making the request are to bear the expenses of sending the notice out, unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 54.9 Members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
- (b) any other matter that may be properly considered at a general meeting.
- 54.10 The request must be made by:
- (a) members with at least five per cent (5%) of the votes that may be cast on the resolution; or
- (b) at least one hundred (100) members who are entitled to vote at the meeting.
- 54.11 The request must be:
- (a) in writing;
- (b) signed by the members making the request; and
- (c) given to the Secretary.
- 54.12 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

- 54.13 The percentage of votes that members have is to be worked out as at the midnight immediately before the request is given to the Secretary.
- 54.14 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 54.15 (a) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (b) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. However, at a general meeting, the Club may resolve to meet the expenses itself.
- 54.16 The Club need not comply with the request if:
- (a) if the statement is:
- (i) more than one thousand (1,000) words long; or
- (ii) defamatory; or
- (b) if the members making the request are responsible for the expenses of the distribution, unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 55.1 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 55.2 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 55.3 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the auditor from office.
- 55.4 The auditor may authorise a person in writing as his representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 56.1 The President shall be entitled to take the Chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Vice President shall

preside as chairman of the meeting, or if neither Vice President is willing or able to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairman of the meeting.

- 56.2 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 56.3 At any general meeting of the Club convened at the request of members as provided for in Rule 51.4, one hundred (100) members present in person and eligible to vote shall be a quorum and at any Annual General Meeting or any other General Meeting fifty (50) members present in person and eligible to vote shall be a quorum.
- 56.4 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members as provided for in Rule 51.4; or
 - (b) 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.
- 56.5 If at any adjourned meeting reconvened pursuant to Rule 56.4(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.
- 56.6 Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands unless a poll is demanded by five (5) members or by the chairman, and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall have a casting vote.
- 56.7 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 forthwith.
- 56.8 A demand for a poll may be withdrawn.
- 56.9 At any general meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

PROXY VOTING PROHIBITED

57. A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

- (b) vote at any election including an election of a member or of the Board as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

- 58.1 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.
- 58.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 58.3 A resolution passed at a meeting resumed after an adjournment 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.
- 58.4 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

- 59.1 The Club must keep minute books in which it records:
 - (a) proceedings and resolutions of general meetings of the Club; and
 - (b) in respect of proceedings and resolutions of the directors of the Club:
 - (i) minutes of proceedings and resolutions of meetings of the directors, including meetings of a committee of directors; and
 - (ii) resolutions passed by directors without a meeting.
- 59.2 (a) The Club must ensure that:
 - (i) minutes of a meeting are signed within one (1) month of the meeting by the chairman of the meeting or the chairman of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (b) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

ACCOUNTS

- 60.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 60.2 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 shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 60.3 The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of the Act.
- 60.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of November immediately prior to the Annual General Meeting:
- (a) the financial report of the Club;
 - (b) the directors' report; and
 - (c) the auditors' report on the financial report.

FINANCIAL YEAR

61. The financial year of the Club shall commence on the first day of December in each year and end on the last day of November in the following year or such other period as, having regard to the Act, the Board may determine.

AUDITORS

62. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

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

EXECUTION OF DOCUMENTS

- 64.1 The Club shall have a Seal.
- 64.2 The Board must provide for the safe custody of the Seal.
- 64.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 64.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.

NOTICES

- 65.1 A notice to be given by the Club to a member:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending it to the facsimile number or other electronic address (if any) nominated by the member.
- 65.2 (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and the notice shall be taken to have been received by the member:
- (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice shall be taken to have been received by the member on the day following that on which it was sent.

INDEMNITY TO OFFICERS

- 66.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 66.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

INTERPRETATION

67. A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

AMENDMENTS TO CONSTITUTION

68. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, financial Distinguished members, financial Playing members and financial Non-Playing members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.