



MOLLYMOOK
GOLF CLUB

CONSTITUTION

OF

MOLLYMOOK GOLF CLUB LIMITED

Amended 27 November 2023

NAME OF COMPANY

1. The name of the Company is Mollymook Golf Club Limited.

PRELIMINARY

2. The Company is a company limited by guarantee and 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.
5. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

DEFINITIONS

6.
 - (a) In these presents unless there be something in the subject or context inconsistent therewith:

“**Act**” means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

“**Appointed Director**” means a director appointed under Rule 97.

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

“**By-laws**” shall mean the By-laws made in accordance with this Constitution.

“**Club**” means the Mollymook Golf Club Limited.

“**Club Notice Board**” means a board designated as such within the Club premises on which notices for the information of members are posted.

“**Code**” means the Registered Clubs Accountability Code contained in Schedule 2 to the Registered Clubs Regulation 2015. Any reference to a provision of the Code includes a reference to the same or similar provision in

any code or other legislation replacing, amending or modifying the Code however that provision may be amended in that code or legislation.

“Elected Director” means a director on the Board referred to in Rule 9191(a) elected to office in accordance with Rules 96 and 97.

“Full Member” means a person who is an Ordinary member or a Life Member of the Club.

“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.

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

“Month” means calendar month.

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

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

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

“Provisional Member” means any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club whilst awaiting the decision of the Board in relation to that person’s application for Full membership of the Club.

“Registered Clubs Act” means 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 Chief Executive Officer, Acting Chief Executive Officer, General Manager, Acting General Manager, Secretary Manager, Acting Secretary Manager, Honorary Secretary and Acting Honorary Secretary or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

“Special Resolution” has the meaning assigned by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.

- (b) A member shall not be a financial member (will be “unfinancial”) of the Club if:
- (i) the member’s subscription, levy or any part thereof; or
 - (ii)
 - (iii) any other money owing to the Club;

remains unpaid at the expiration of 28 days from the due date of payment.

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

OBJECTS

7. The objects for which the Club is established are:-

- (a) To acquire and take over the funds and other assets and the liabilities of the present unincorporated Club known as the Mollymook Golf Club.
- (b) To provide Golf courses and greens at Mollymook and to pay out, prepare, construct and maintain such greens for golf and other purposes of the Club and to provide, construct, alter and maintain club houses, pavilions and other conveniences in connection therewith.
- (c) To encourage, foster and promote the game of golf and such other sports, games, amusements, recreations, entertainments and pastimes indoor and outdoor as the Club shall deem expedient in the Mollymook and surrounding district.
- (d) To hold or arrange golf and other matches, competitions and tournaments and to provide or contribute towards the provision of prizes, trophies, awards and distinctions.
- (e) To provide for members and for members’ guests a golf social and sporting Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshments, libraries and provision for sporting musical and educational activities and other social amenities.
- (f) 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 establishing or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other association or club out of funds of the Club except bonafide in furtherance of the objects of the Club.
- (g) To raise money by entrance fees and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and

regulations as to eligibility for admission to and duration (including life membership) determination and suspension of membership of the Club; entrance fees and subscription payable in respect of such membership; honorary members and visitors; the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be attached to the members of the Club, arrangements with any other clubs or associations for reciprocal concession or otherwise; committees of members in connection with the management of the Club, the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.

- (h) In furtherance of the objects of the Club, to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.
- (i) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to members using or to visitors to the Clubhouse, grounds and premises of the Club and to apply for and take out and hold licences for the conduct of such business.
- (j) To purchase, take on lease or exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used on connection with any objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trust.
- (k) To enter into any arrangements 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 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 any such arrangements, rights, privileges and concessions.
- (l) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Club.
- (m) 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 dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (n) To construct, improve, maintain, develop, work, manage, carry out, alter 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 the construction,

improvement, maintenance, development, working, management, carrying out, alterations or control thereof.

- (o) To invest and deal with the moneys of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realise upon such securities and investments.
- (p) 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 repayments 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.
- (q) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (r) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any of the Club's property and rights of the Club provided that always notwithstanding anything herein contained or implied no portion of the premises of the Club which is covered by a Certificate of Registration under the Liquor Act, 1912 (as amended) shall be leased.
- (s) 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 whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (t) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (u) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether, or in part, similar to those of the Club and which shall prohibit members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 3 of this Memorandum.
- (v) In furtherance of the objects of the Club 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, clubs or associations with which the Club is authorised to amalgamate.
- (w) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.

- (x) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public or useful object.
- (y) To make donations for patriotic or charitable purposes.
- (z) To take any gift of property whether real or personal to accept any donation devise or bequest of any property whether subject to any special trust or not for any one or more of the objects of the Club.
- (aa) To make application for and obtain Certificates of Registration of the Club under Part X of the Liquor Act, 1912 (as amended) and from time to time to apply for and obtain a renewal of such Certificates of Registration and to make application for and obtain Certificates under the Gaming and Betting Act, 1912 (as amended) entitling the Club to operate poker machines and from time to time apply for and obtain a renewal of such certificates.
- (bb) 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. AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club. The powers set forth in the Third Schedule to the Companies Act, 1961, shall not apply to the Club except insofar as they are included in this Clause 2.

INTERPRETATION

- 8. This Constitution is subject to the Act, Liquor Act, Registered Clubs Act and Gaming Machines Act. To the extent that any of the provision in this Constitution is inconsistent with these Acts and might prevent the Club being registered or operating lawfully under these Acts, the provision will be inoperative and have no effect.
- 9. A decision of the Board on the construction or interpretation of this Constitution of the Club or on any By-laws or Rules 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.
- 10. Headings in this Constitution are for convenience only and do not effect its meaning.
- 11. Where a Rule of this Constitution requires something "in writing" or to be "written", those terms include any mode of representing or reproducing words including printing, typing, lithography, email, and other modes of representing or reproducing words in visible form in the English language.
- 12. Unless the context or subject matter otherwise requires:

- (a) words indicating one gender include the other gender and vice versa; and
- (b) words indicating the singular include the plural and vice versa.

GENERAL

13. The Club is established for the purposes set out in this Constitution.

14.

- (a) The Club shall be a non-proprietary Club conducted in good faith pursuant to Section 10 of the Registered Clubs Act.
- (b) Subject to the provisions of Section 10(6) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part 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.
- (d) The Secretary or Manager, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

15.

- (a) Employees of the Club shall not be eligible to become members of any class of Ordinary membership of the Club, except as provided in 27(d).
- (b) Pursuant to Section 30 of the Registered Clubs Act an employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (c) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

16.

- (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member
- (b) Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (c) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (d) A person under the age of 18 years shall not use or operate any gaming item on the premises of the Club contrary to government regulation.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2001, 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 of such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2001, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

17.

- (a) The number of Full members of the Club shall be determined by the Board of the Club from time to time provided always that the number of Ordinary members of the Club shall be not less that number prescribed in Section 12 of the Registered Club Act.
- (b) No person under the age of eighteen (18) years shall be admitted as a member of the Club except as a Junior Playing Member.

18. A person shall not be admitted to membership of the Club except as an Ordinary Member, Provisional Member, Life Member, Honorary Member or Temporary Member.

19. The Full membership of the Club shall be divided into the following categories:

- (a) Ordinary members; and
- (b) Life members.

20. Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:-

- (a) Playing Membership
- (b) Junior Playing Membership

- (c) Social Membership
 - (d) Staff Membership
21. Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional Members;
 - (b) Honorary Members; and
 - (c) Temporary Members.
22. All classes of membership are open to all genders.
23. The maximum number of members in each category shall be determined by the Board from time to time.
24. The Board shall have the power, from time to time, by By-Law, to determine, prescribe, or vary the rights, privileges and restrictions exercisable by each class of membership.
25. The number of Full members having the right to vote in the election of the Board must at all times be not less than twenty-five (25) percent of all Full members of the Club.

**RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS
CLASSES OF MEMBERSHIP**

26. (a) Financial Playing Members will be entitled:
- (i) to attend and to vote on all matters at General Meetings;
 - (ii) to be eligible to be elected to the Board;
 - (iii) to nominate a member for election to the Board; and
 - (iv) to vote at the election of the Board.
- (b) Financial Social members are only entitled to vote at the election of the Board.
- (c) All other classes of membership shall not have any voting rights, or the right to stand for election to the Board, or the right to nominate any other member for election to the Board.
- (d) Each member who is entitled to vote has one vote but cannot vote by proxy.
- (e) The rights of members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by Rules and By-Law.

27.

(a) Playing Members

Persons who have attained the age of eighteen (18) years and who are elected as Playing Members of the Club or transferred by the Board from another class of Ordinary membership to Playing membership of the Club.

(b) Junior Playing Members

Persons under the age of eighteen (18) years who are elected by the Board to Junior Playing membership of the Club and who satisfy the Board that they have an interest in taking an active part in the sporting activities of the club on a regular basis and from their parent or guardian the Board receives written consent to them becoming a Junior Playing Member of the Club and taking part in the sporting activities of the Club and who, in the opinion of the Board is suitable to be admitted to Junior Playing membership of the Club. The following shall apply to Junior Playing Members:

- (i) Junior Playing Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to attend or vote at any meeting of the Club, hold office, nominate persons for membership, or introduce visitors to the Club, nor shall they have any part in the management of the Club.
- (ii) Junior Playing Members are permitted to use only those licensed areas of the Club for which authority under Section 22 of the Registered Clubs Act is in force and shall not be served with or consume alcohol in the Club.
- (iii) Junior Playing Members shall pay such annual subscriptions as the Board may determine.
- (iv) A Junior Playing Member shall cease to be a member of the Club on their eighteenth (18th) birthday, unless the Junior Playing Member applies to the Board to transfer to another class of Ordinary membership and the Board approves of that transfer of membership prior to the Junior Playing Member's eighteenth (18) birthday.

(c) Social Members

Persons who have attained the age of eighteen (18) years and who are elected as Social Members of the Club or transferred by the Board from another class of Ordinary membership to Social membership of the Club.

(d) Staff Members

- (i) Employees of the Club who have attained the age of eighteen (18) years and who, at the discretion of the Board are elected as Staff Members or

transferred by the Board from another class of Ordinary membership to Staff Membership of the Club.

- (ii) Staff Members will be required to pay such subscription as determined by the Board.
- (iii) Staff Members who cease to be employees of the Club shall cease to be Staff Members of the Club but may at the discretion of the Board be transferred to another class of Ordinary membership of the Club.

LIFE MEMBERS

28.

- (a) Members who have rendered outstanding service to the Club and have been elected as such by resolution carried by a majority of those present and entitled to vote at an Annual General Meeting following the submission to such meeting of an appropriate recommendation from the Board that such person be elected a Life Member.
- (b) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Playing members.

PROVISIONAL MEMBERSHIP

29.

- (a) A Provisional Member of the Club shall be as defined in Rule 6 of this Constitution.
- (b) A Provisional Member shall be entitled only to the social facilities and amenities of the Club as determined by the Board and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

HONORARY MEMBERS

30. A person shall not be admitted as an Honorary member of the Club unless he is admitted in accordance with the provisions of this Constitution and he has the qualifications, as specified in this Constitution, for Honorary Membership of the Club.

31. The following may in accordance with the procedures established by the Board be made Honorary members of the Club:

- (a) Any prominent citizen or local dignitary visiting the Club for some special occasion;
- (b) The Patron or Patrons for the time being of the Club.

32. An Honorary member shall be entitled only to the social privileges of the Club and does not have the right to stand for election to the Board or to vote at any meeting of the Club.
33. Honorary members are relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
34. The Board shall have the power to cancel the membership of any Honorary member without notice and without assigning any reason therefore.

TEMPORARY MEMBERS

35. A person shall not be admitted as a Temporary Member of the Club unless the person is admitted in accordance with the provisions of this Constitution and has the qualifications as specified in this Constitution for Temporary membership of the Club.
36.
 - (a) The following may at the discretion of the Board be made Temporary Members of the Club:
 - (i) An interstate or overseas visitor or visitor whose permanent place of residence in New south Wales is not less than five (5) kilometers from the Club;
 - (ii) A member of another registered club with similar objects to those of the Club.
 - (iii) A Full Member of any registered club who, at the invitation of the Board or a Full Member of the Club attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when he so attends the premises of the Club until the end of that day. A register of persons who are Temporary Members of the Club shall be kept in accordance with Section 31 of the Registered Clubs Act;
 - (b)
 - (i) A Temporary Member shall not be required to pay an entrance fee or annual subscription;
 - (ii) A Temporary Member shall not be entitled to attend or vote at any meeting of the club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way;
 - (iii) A Temporary Member shall not be permitted to introduce guests into the Club other than those persons under 18 years of age to whom the Temporary Member is a responsible adult as defined in the Registered Clubs Act;

- (iv) No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Club;
 - (v) When a Temporary Member first enters the Club premises on any day the following particulars shall be entered into the Club's register of Temporary Members:
 - The name in full of the Temporary Member;
 - The residential address of the Temporary Member;
 - The date on which Temporary membership was granted;
 - The signature of the Temporary member.
37. The Board, the Secretary, or the Secretary's nominee may at any time cancel the membership of any Temporary member without notice and without assigning any reason therefore.

TRANSFER OF MEMBERSHIP

38. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may be required to pay the difference between the entrance and/or annual subscription applicable for the member's present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.
39. The Board may reject any application for the transfer of membership without assigning any reason for such rejection.

ABSENTEE LIST

40. In the event of any member being incapacitated due to ill-health for a period of not less than three (3) months they may on application to the Board in writing setting out such particulars as the Board may require be granted by the Board Leave of Absence. During such time the membership subscription will be placed on hold and the member will not be allowed to exercise any of the privileges or receive any of the benefits of Playing Membership.

ELECTION OF MEMBERS

41. A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary member, unless they are elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club.
42. The Board or election committee may reject any application for membership without assigning any reason for such rejection.

43. Every application for membership there shall be completed in writing a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the occupation of the applicant;
 - (iv) a statement that the applicant, if admitted, agrees to be bound by the Constitution and By-Laws of the Club;
 - (v) signature of the applicant; and
 - (vi) such other particulars prescribed by the Board from time to time.
44. Every application for membership shall be lodged with the Secretary of the Club.
45. Upon receipt of an application for membership, the Secretary must cause the name, address and occupation of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and the election.
46. When a person who has been elected to membership of the Club:
- (i) pays the entrance fee (if any) and first subscription; and
 - (ii) the Club enters the person's name in the Register of members;
- such person shall become a member of the Club, provided that if such entrance fee and first subscription is not paid within 28 days after the date of the notice of election to membership, the Board may in its absolute discretion, cancel its election of the person to membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTION AND LEVIES

47. Members' total subscriptions shall be paid annually and in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
48. Entrance fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary members shall be not less than two dollars (\$2) or such other minimum subscription provided from time to time by the Registered Clubs Act.
49. The financial year of the Club shall commence on the first (1st) day of August each year and end on the thirty first (31st) day of July in each successive year or such other period as having regard to the Act the Board may determine.

50. The Board has power at any time and for any purpose to impose charges and levies on Ordinary members for general or special purposes.

NON-FINANCIAL MEMBERS

51. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial Member will not be entitled to:
- (a) participate in any recreational, social or sporting activities of the Club or any ancillary sports club without the consent permission of the Board;
 - (b) attend or vote at any meeting of the Club or any ancillary sports club of the Club;
 - (c) perform duties as holder of any office or member of any committee or any ancillary sports club of the Club;
 - (d) nominate or be elected or appointed to the Board or any committee or to an ancillary sports club of the Club;
 - (e) vote in the election of the Board or any ancillary sports club of the Club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any ancillary sports club of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) propose any person for membership of the Club.
52. Any member who is not a Financial Member for a period of forty two (42) days from the due date for payment of any monies owing to the Club will:
- (a) cease to be a member of the Club;
 - (b) have their name removed from the register of members of the Club;
 - (c) will immediately cease to enjoy the rights and privileges of membership of the Club; and
 - (d) will cease to be eligible to participate in any Club Competitions or to represent the Club in any competitions.
53. The provisions of Rules relating to Disciplinary Proceedings and the rules of natural justice do not apply in relation to the exercise of the power referred to in this Rule.
54. Any person who has been removed from membership of the Club pursuant to this Rule may reapply for membership in accordance with this Constitution.

PATRON

55. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
56. If such Patron or Patrons are already members of the Club, they will retain the rights and privileges of the relevant category of membership to which they belong.
57. If such Patron or Patrons are not members of the Club they will be deemed to be Honorary members of the Club and, subject to this Constitution, will remain Honorary members and have the rights and privileges of Honorary membership while they remain a Patron.
58. The Club will have a maximum of three (3) Patrons at any one time.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

60. 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;
 - (ii) the address;
 - (iii) the occupation;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members);
 - (vi) that persons category of membership.
 - (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 36(a)36(a)(iii)) 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.

DISCIPLINARY PROCEEDINGS

61. Subject to Rule 62, the Board shall have power to reprimand, fine, 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 opinion of the Board:
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of any conduct which is unbecoming of a member.
62. The following procedure shall apply to disciplinary proceedings against a member:
- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 61; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
 - (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 62 by notice in writing at least seven (7) clear days before the meeting at which the charge is to be heard.
 - (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (d) After the Board has considered the evidence put before it, the Board may:
 - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
 - (e) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under Rule 62(d)(d)(i) , immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Rule 62(d)(d)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.

- (f) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
 - (i) at the meeting or afterwards; and
 - (ii) by way of verbal or written submissions or a combination thereof.
 - (g) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
 - (h) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide to finalise the matter 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.
 - (i) 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.
 - (j) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
63. If a notice of charge is issued to a member pursuant to Rule 62(a), the Board by resolution or the Secretary (independently of the Board) shall have power to suspend that member until the charge is heard and determined or for five (5) weeks or longer should extenuating circumstances prevent the matter being dealt with sooner. Such suspension shall be promptly notified in writing to the member concerned.

DISCIPLINARY COMMITTEE

64. The Board may by resolution delegate all of the powers and functions given to the Board by Rules 61 to 63 to a Disciplinary Committee comprising no less than three (3):
- (a) directors of the Club;
 - (b) Full members of the Club;
 - (c) management staff of the Club; or
 - (d) any combination of (a), (b) and (c) above;
- as determined and selected by the Board in its absolute discretion.
65. The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 64 is not strictly complied with provided that there was no substantive injustice for the member charged.

66. The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 61 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rules 61 to 63 are followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 66 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
67. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 64 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

SUSPENDED MEMBER

68. Any member suspended pursuant to Rules 61 to 63 or 74 shall during the period of such suspension not be entitled to:
- (i) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (ii) participate in any recreational, social or sporting activities of the Club or any ancillary sports club without the permission of the Board;
 - (iii) attend or vote at any meeting of the Club or any ancillary sports club of the Club;
 - (iv) perform duties as holder of any office or member of any committee or any ancillary sports club of the Club;
 - (v) nominate or be elected or appointed to the Board or any ancillary sports club of the Club;
 - (vi) vote in the election of the Board or any ancillary sports club of the Club;
 - (vii) propose, second or nominate any eligible member for any office of the Club or any ancillary sports club of the Club;
 - (viii) propose, second or nominate any eligible member for Life membership;
 - (ix) propose any person for membership of the Club.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

69. In addition to any powers under Section 67A and 77 of the Liquor Act, the Secretary or, subject to Rule 71, 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:

- (i) who is then intoxicated, violent, quarrelsome or disorderly;
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (vi) who uses, or has in their possession, while on the premises of the Club any substance that the Secretary or employee suspects of being a prohibited drug or prohibited plant;
 - (vii) 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.
70. If pursuant to Rule 69 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 71) 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.
71. Without limiting Rule 70, if a person has been refused admission to or turned out of the Club in accordance with Rule 69(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
72. Without limiting Rule 70 if a person has been refused admission to or turned out of the Club in accordance with Rule 69(i), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
73. Without limiting the provisions of Section 67A of the Registered Clubs Liquor 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 on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.

74. In addition to the provisions set out in Rule 69 to 71 above any person on the Club's premises, being a member or otherwise, who is involved in or commits any of the acts set out below, shall on the direction of the manager on duty leave the Club premises and be suspended from further entering the Club premises until the issue has been considered by the Board pursuant to the disciplinary provisions set out in Rules 64 to 67:
- (a) introduce ineligible persons into the Club;
 - (b) be under the influence of alcohol or introduce alcohol on the premises without permission;
 - (c) use objectionable or obscene language;
 - (d) damage Club property;
 - (e) remove Club property without proper authority;
 - (f) enter or remain on Club premises at unauthorised times;
 - (g) disregard the instruction of any member of the Board or of the management on duty;
 - (h) infringe the Rules or By-laws of the Club;
 - (i) cause offence to any member of the Club by conduct which is prejudicial to the good order of the Club or to the conduct and welfare of any such member or members;
 - (j) introduce unauthorised gambling into the Club;
 - (k) take liquor from the premises without proper authority;
 - (l) cause damage to gaming or amusement machines by abnormal play or abuse and to operate such machines illegally or fraudulently;
 - (m) engage in the assault of another person or to fight with another person in any of the Club's premises or on any of the Club's land.
75. If the person involved is a member then that member shall hand their membership card on request to the management on duty or director suspending them at the time of the alleged incident or as soon as practical after the incident has taken place.

RESIGNATION AND CESSATION OF MEMBERSHIP

76. A Member may at any time resign their membership of the Club be either:
- (a) giving notice in writing to the Secretary; or
 - (b) returning their membership card to an officer of the Club and clearly indicating to the officer that they resign from membership of the Club.

77. A resignation pursuant to Rule 76 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
78. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee, subscription, levy or other amount or otherwise) shall immediately forfeit all rights as a member of the Club but will remain liable for all amounts due and unpaid at the date of cessation of membership of the Club or for which the member is or may become liable under this Constitution.

GUESTS

79. All members (except Junior Playing members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 89.
80. 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 the entry.
81. No member shall introduce guests more frequently or in a greater number than may from time to time be prescribed by By-law.
82. No member shall introduce any person as a guest who:
 - (a) has been expelled by the Club;
 - (b) is then suspended pursuant to Rules 61 to 63 or Rule 74; or
 - (c) who is then refused admission to or being turned out of the Club pursuant to Rule 69;
 - (d) who was an employee of the Club whose employment was terminated by the Club; or
 - (e) is an employee of the Club who is then on suspension.
83. Members will be responsible for the conduct of any guests they may introduce to the Club.
84. The Board has power to make By-laws from time to time not inconsistent with this Constitution, the Liquor Act or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
85. No guest will be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
86. A guest must 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.

87. A guest must 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.
88. 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.
89. A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
 - (a) who at all times while on the Club premises must remain in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the Temporary member is a responsible adult.
90. For the purposes of Rule 8989(c), "responsible adult" means a person of or over the age of eighteen (18) years who is, 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; or
 - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis; or
 - (c) a person who for the time being standing in as the parent has parental responsibility for of the minor.

BOARD OF DIRECTORS

91. The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of up to nine (9) directors comprising:
 - (a) Up to seven (7) Elected Directors consisting of a President, Vice-President, Golf Director (Captain), and four (4) Directors; and
 - (b) Up to Two Appointed Directors.
92. The following members shall be entitled to stand for and be elected to the Board as an Elected Director or appointed to a casual vacancy in the office of an Elected Director of the Board:
 - (a) Life members; and
 - (b) financial Playing Members who have been a Playing Member of the Club for at least twelve full months immediately prior to the closing date for nominations for directors.

93. The following members shall not be eligible for or be elected to the Board or appointed to a casual vacancy in the office of an Elected Director on the Board:
- (a) a member who is an employee of the Club; or
 - (b) a member who is currently under suspension pursuant to Rules 61 to 63 or Rule 74; or
 - (c) a member who is not a financial member; or
 - (d) a Social Member.
- 94.
- (a) A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
 - (i) is a director or an employee of another licensed club with premises located within the Shoalhaven Local Government Area;
 - (ii) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and at the date of nomination or election the charge has not been determined by the Board or the Board's duly constituted disciplinary committee.
 - (iii) has been found guilty of any charge and either:
 - a. expelled; or
 - b. suspended for a period in excess of three (3) months, within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting.
 - (iv) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting:
 - c. been an employee of the Club; or
 - d. been convicted of any offence:
 - i. connected with the promotion, formation or management of any company, co-operative, partnership or business;
 - ii. involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
 - iii. in relation to the acquisition of shares.
 - (v) is an undischarged bankrupt.

- (vi) has failed to carry out any mandatory director training that they were required to carry out under the Registered Clubs Act as a director of the Club or any other training as prescribed by a resolution of the Board.
- (vii) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.
- (viii) has, at any time, had imposed upon them:
 - e. a loading on the usual premium; or
 - f. a higher than usual excess;as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

95. Subject to Rule 9797(i), a member shall not be eligible to be elected by or appointed by the Board as the President or Golf Director (Captain) unless the member has been a director of the Club for at least twelve months immediately preceding the Annual General Meeting or the proposed date of appointment.

ELECTION OF BOARD

96. On and from the first Annual General Meeting held after the adoption of this Rule 96, and thereafter, the election of the Elected Directors on the Board of the Club will be conducted in accordance with Schedule 4 of the Registered Clubs Act;
- (a) All members of the Board elected at that meeting will be divided into three groups.
 - (b) The groups:
 - (i) shall be determined by drawing lots (in accordance with paragraph (d) of this Rule), and
 - (ii) shall be as nearly as practicable equal in number, and
 - (iii) shall be designated as group 1, group 2 and group 3 in the order they are drawn. Group 3 will be drawn last and, where the total number of the Board is not divisible by three, will have the least number.
 - (c) Unless otherwise disqualified, the members of the Board:
 - (i) in group 1 shall hold office for 1 year, and
 - (ii) in group 2 shall hold office for 2 years, and
 - (iii) in group 3 shall hold office for 3 years.

- (d) At each Annual General Meeting held while this Rule 96 is in force (other than the first such meeting) the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
97. The election of the Elected Directors on the Board will be conducted in the following manner:
- (a) The Board shall, not later than six (6) weeks before the day appointed for the next Annual General Meeting at which an election of the Board is to take place, appoint a Returning Officer who must not be a member of the Club and who shall be responsible for the conduct of the election of those persons required to be elected to the Board. Any person so appointed shall continue as Returning Officer from the date of appointment until the conclusion of the next Annual General Meeting at which an election of the Board is to take place, subject at all times to the direction of the Board and removal at any time by the Board, in which case another person shall be appointed Returning Officer forthwith.
 - (b) Nominations shall be called for by the Returning Officer by notice in writing posted on the Club Notice Board not later than five (5) weeks prior to the date fixed for the next Annual General meeting at which an election of the Board is to take place. Such notice shall specify the closing date and time for the receipt of nominations which shall be at least two (2) weeks after the date of posting of the Notice.
 - (c) Except as herein provided, nominations for election as a director to the Board shall:
 - (i) be made in writing in such form as approved by the Board;
 - (ii) be proposed and seconded by two (2) financial Playing Members or Life Members of the Club who must be financial members at the time the nomination is signed;
 - (iii) be signed by the nominee;
 - (iv) may include a precis of the nominees experience and such other information as permitted in accordance with any guidelines the Board may determine from time to time and if such information is supplied that information will be displayed where voting takes place while voting takes place.
 - (d) The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
 - (e) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
 - (f) If no, or insufficient, nominations be received for the number of directors required to be elected, the candidate or candidates, if any, nominated shall be

declared elected at the Annual General Meeting and any vacancies remaining shall be regarded as casual vacancies and may be dealt with by the Board in accordance with Rule 140.

- (g) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be conducted either electronically or in the manner prescribed herein as determined by the Board:
 - (i) The Secretary shall cause to be prepared a Ballot Paper.
 - (ii) The names of the candidates shall be listed in the Ballot Paper in the order as is determined by lot, such lot having been conducted by the Secretary and Returning Officer at a time and place as previously announced by the Returning Officer with candidates and any other interested parties being invited to be present to witness the determination of position on the ballot paper by drawing of lots if they so wish.
 - (iii) The Ballot Paper shall be prepared and made available at the premises of the Club to eligible members entitled to vote.
 - (iv) The voting shall be conducted at the Club over a period of not less than seven (7) days nor more than fifteen (15) days at such days and times as are determined by the Board.
 - (v) Security of the Ballot Box shall rest with the Returning Officer or such other person as is appointed by the Board and shall not be opened once voting has commenced until voting has closed. The Ballot Box shall at all times remain locked while voting occurs with the key or keys held only by the Returning Officer or such other person who is appointed by the Board to hold the keys.
 - (vi) The Returning Officer or such other person as is appointed by the Board shall ensure the integrity of the voting process including that only eligible members are permitted to vote, that the number of votes is reconciled with the number of ballot papers issued and that those ballot papers were issued by the Returning Officer or such other person as appointed by the Board.
 - (vii) Candidates shall be elected by the “first past the post” method. Each eligible member shall vote by placing a cross (X) or tick (✓), on their Ballot Paper alongside the name of candidate for whom they wish to vote.
 - (viii) A Ballot Paper may be declared by the Returning Officer to be invalid if it does not conform fully with the required method of voting specified in sub-paragraph (v) of this Rule or as specified by the instructions on the Ballot paper.

- (ix) The Returning Officer and such other persons as may be appointed by the Board shall count the votes at the Club within twenty four (24) hours after the close of the ballot.
- (x) Each candidate in the election will be permitted to appoint one scrutineer to observe the counting of the ballot papers. Such scrutineers will not participate in the count nor be permitted to handle the ballot papers. Scrutineers are only permitted to observe the count of the ballot.
- (xi) When the Returning Officer has counted the votes:
 - a. if two or more candidates receive the same number of votes and those candidates are contesting the same vacant position then the Returning Officer will draw lots to determine the successful candidate or candidates. Scrutineers are permitted to be present to observe the drawing of lots.
 - b. the Returning Officer must immediately transmit the result of the count to the Secretary; and
 - c. the Secretary shall immediately:
 - i. declare the results to the sitting President and each of the candidates; and
 - ii. cause a notice to be placed on the Club Notice Board setting out the number of votes recorded by each candidate and the candidates elected as directors. This Notice must remain on the Notice Board for a minimum of twenty-eight (28) days thereafter.
- (h) The Board shall, as soon as reasonably practicable after an Annual General Meeting, elect from among the Elected Directors a President, Vice President and Golf Director (Captain) and shall post the result of that election on the Club Notice Board. The directors elected to the positions of President, Vice President and Golf Director (Captain) shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting but will continue to hold their position as a director until the expiry of their particular term in accordance with Rule 96.
- (i) If there are:
 - (i) an insufficient number of directors having the qualification set out in Rule 94 for election to the positions of President or Golf Director (Captain); or
 - (ii) no director having the qualification set out in Rule 94 wishes to stand for election to the positions of President or Golf Director (Captain),then:

- (iii) Rule 94 shall not apply; and
 - (iv) in respect of either of the positions of President or Golf Director (Captain) not filled by eligible directors, the Board may elect any director from among their number, or appoint any member to these positions, notwithstanding the fact that the director or member does not have the qualification referred to in Rule 94.
 - (j) No member shall distribute "How to Vote" cards or other similar documentation on the premises of the Club or elsewhere which indicate, or give to members, a direction as to how to vote in the election of the Board of Directors. Any member who distributes or causes to be distributed any "How to Vote" cards or similar documentation shall be subject to disciplinary proceedings pursuant to Rules 61 to 63 of this Constitution.
98. The Board may from time to time make such regulations consistent with these Rules as they think necessary for the conduct of any election and all matters in connection therewith. Any regulation so made may be set aside by Special Resolution of the Club at a General Meeting subject to the notice of intention to propose such Special Resolution having been given in accordance with the Act.

APPOINTMENT OF DIRECTORS BY THE BOARD

- 99.
- (a) In accordance with Rule 9191(b) and section 30(1)(b1) of the Registered Clubs Act, the Board may, under this Rule 99 appoint up to two (2) persons as members of the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).
 - (b) A person appointed under this Rule 99:
 - (i) may only be appointed for a term of no more than three (3) years, and
 - (ii) must be a Life member or financial Ordinary member (excluding a Junior member or Staff member) of the Club at the time of, and for the duration of, their appointment; and
 - (iii) is not eligible for re-appointment under this Rule 99, including re-appointment after the end of that term.
 - (c) Within 21 days of an appointment being made under this Rule 99, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:
 - (i) the reasons for the person's appointment, and
 - (ii) the person's relevant skills and qualifications, and
 - (iii) any payments to be made to the person in connection with their appointment.

- (d) An appointment made under this Rule 99 is not an appointment to a casual vacancy made for the purposes of Rule 139.
- (e) If the Board elects to make an appointment under Rule 99, the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

POWERS OF BOARD

- 100. The Board shall be responsible for the management of the business and affairs of the Club.
- 101. 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 by this Constitution or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act, Liquor Act, Gaming Machines 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 regulation had not been made.
- 102. Without derogating from the general powers conferred by Rules 100 and 101, the Board shall have power from time to time:
 - (a) To make, alter and repeal By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper management of the business and affairs of the Club and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the course.
 - (v) The upkeep, control, maintenance, improvement and alterations of the course.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of members.
 - (viii) The privileges to be enjoyed by each category of members.
 - (ix) The relationship between members and club employees.

- (x) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (b) To enforce the observance of all By-Laws by suspension from enjoyment of the Club and/or course 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 it shall think fit.
- (d) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought 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 award.
- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange promissory notes and other documents or instruments.
- (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 may think 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 for such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the licensing Court first being obtained.

- (j) (i) To appoint, discharge and arrange the duties and powers of the Secretary, Secretary/Manager or Chief Executive Officer and to determine the remuneration and terms of employment of such Secretary, Secretary/Manager or Chief Executive Officer and to specify and define their duties.
- (j) (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (k) To fix the maximum number of persons who may be admitted or transferred to each class of membership of the Club in accordance with this Constitution.
- (l) (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-Laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (l) (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
- (l) (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section 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.
- (l) (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.

- (v) Subject as hereinafter provided the constitutions and rules or By-Laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose: provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vi) Any disciplinary action by the section in respect of any member of such section 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.
 - (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
103. Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board.

COMMITTEES

104. Without derogating from the general powers conferred by Rules 100 to 103, the Board has power from time to time to delegate any of its powers to committees consisting of such:
- (a) member or members of the Board;
 - (b) Full Members of the Club;
 - (c) Employees of the Club;
 - (d) Persons who are not members or employees of the Club but who have particular skills or expertise which they will apply to the committee;
- or any combination of (a) to (d) above. The Board may from time to time revoke such delegation or remove any person from such a committee without being required to assign any reason.
105. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
106. The President shall be an ex officio member of all such committees and may nominate a director of the Club to represent them on such committees.
107. Any director may attend any committee meeting as an observer. A director who attends a committee meeting as the nominee of the President or who is nominated by the Board to attend a committee meeting as a representative of the Board may take part in the discussions of the meeting.

108. 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 Chairperson shall have a second and casting vote.
109. The meetings and proceedings of any committee consisting of two or more members 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 and are not superseded by Rules 104 to 108 or by any By-Law made by the Board pursuant to this Constitution.
110. A committee shall make minutes of its meeting 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

111. Without derogating from the general powers conferred by Rules 104 to 108, the Board shall have power from time to time to:
 - (a) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
 - (b) Allow each of the sub clubs established pursuant to this Rule 111 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
 - (c) Allow all such sub clubs referred to in (b) above to create or continue to have Rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (d) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
112. Any of the sub clubs established pursuant to Rule 111 or those already in existence must conform to any By-law made by the Board pursuant to Rule 102.
113. The President shall be ex officio a member of all committees of each such sub club and may nominate a director to represent them on the committees of each sub club.
114. Subject at all times to the general control and supervision of the Board, each such sub club may manage its own affairs but must keep minutes of all meetings and make regular reports to the Board (or otherwise as may be required from time to time by the Board).

115. The minutes and records of each sub club and its governing body must also be produced promptly to the Board which will review and preserve such minutes and records.
116. The Board may empower each such sub club to open and operate a bank account in the name of the section 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.
117. Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it has been approved by resolution of the Board. The constitution, rules and by-laws of each such Sub-Club must not be inconsistent with this Constitution or the procedures set out in this Constitution or the Club's By-laws.
118. Any disciplinary action by a sub club in respect of any member of such 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.

PROCEEDINGS OF THE BOARD

119. 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 but at least once in each calendar month for the transaction of business.
120. A record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose.
121. The President shall preside at every meeting of the Board, or if at any meeting the President is not present or is unwilling or unable to act, then the Vice-President shall act as Chairperson. If the Vice-President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairperson. The quorum for meetings of the Board shall be:
 - (a) a clear majority of the Elected Directors of the Board; or
 - (b) three (3) Elected Directors,whichever is the greater.
122. The President may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board.
123. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of

- the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
124. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below three (3) directors of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
125. 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.
- 126.
- (a) A resolution sent by email and signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
 - (b) The requirement in Rule 126(a) for all members of the Board to sign the resolution does not apply to any member of the Board who is overseas or is away from their usual place of residence for more than a week, for any reason, at the time the resolution is sent. For the avoidance of doubt, any member of the Board who is overseas or is away from their usual place of residence for more than a week, for any reason, must still be sent the resolution by email.
 - (c) A resolution will be deemed signed by a member of the Board as required by Rule 126(a) if:
 - (i) a printed copy of the resolution with the director's original signature is received by Club or its Chief Executive Officer;
 - (ii) a scanned copy of the signed resolution is emailed to the Club or its Chief Executive Officer (this does not include applying scanned signatures to the resolution);
 - (iii) consent is received by the Club or its Chief Executive Officer by email; or
 - (iv) consent received by the Club or its Chief Executive Officer by text message.
127. 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 their consent within a reasonable period before the meeting.

DECLARATIONS OF INTEREST BY DIRECTORS

128. Any director who has:
- (a) a material personal interest in a matter that relates to the affairs of the Club;
 - (b) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest in a hotel situated within 40 kilometres of the Club's premises; or
 - (d) received any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, from an affiliated body of the Club or from a person or body that has entered into a contract with the Club,
- must, within 21 days after the relevant facts have come to the director's knowledge and in accordance with clause 8 of the Code:
- (e) disclose the relevant facts to the Secretary of the Club;
 - (f) declare the relevant facts and nature of the interest at a meeting of the Board; and
 - (g) in respect of any facts or interest referred to in Rule 128(a) and (b) comply with Rule 130.
129. A director must, if required by the Secretary of the Club, submit a written return in each year to the Club declaring any of the matters referred to in Rule 128.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

130. 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.
131. 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 130.

CONTRACTS WITH DIRECTORS

132. In accordance with clause 4 of the Code, the Club must not enter into a commercial arrangement or a contract with a director or top executive of a Club or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- (a) A “top executive” has the same meaning as defined in the Code.
- (b) A “pecuniary interest” in a company for the purposes of this Rule 132 means:
 - (i) in the case of a company that supplies liquor or gaming machines to the Club—the person has any shareholding interest in the company, or
 - (ii) in the case of any other company—the person has a shareholding of more than 5% in the company.

CONTRACTS WITH SECRETARY

- 133. Subject to Rule 134, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
 - (a) any close relative (as defined in the Registered Clubs Act and the Code) of the Secretary or a manager of the Club; or
 - (b) 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 and the Code).
- 134. Rule 133 does not prevent the Club entering into a contract with any of the above persons which is:
 - (a) a contract of employment; or
 - (b) results from an open tender process.
- 135. A person has a “controlling interest” for the purpose of Rule 133 in a company or body if the person has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body.

REMOVAL FROM OFFICE OF DIRECTORS

- 136. The members in general meeting may by ordinary resolution:
 - (a) remove from office any director, directors or the whole Board before the expiration of their period of office;
 - (b) appoint another person or persons in their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- 137. Any person appointed pursuant to Rule 136(b) will:
 - (a) hold office for the remainder of the term of office the person in whose place they are appointed would have held if they had not been so removed; and
 - (b) unless removed earlier, retire from office as a director at the end of the term referred to in Rule 137(a); and

- (c) subject to the terms of this Constitution, be eligible for re-election to office as a director.
138. Notice of the 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 THE BOARD

139. The office of a Member of the Board shall be vacated if the person holding that office:
- (a) becomes insolvent under administration;
 - (b) is convicted of any offence referred to in Section 206B of the Act;
 - (c) is convicted of a felony or serious indictable offence;
 - (d) 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;
 - (e) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board and the Board resolves that the office be vacated;
 - (f) by notice in writing given to the Secretary resigns from office as a director;
 - (g) becomes prohibited from being a member of the Board by reason of any order made under the Act;
 - (h) is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act;
 - (i) ceases to be a member of the Club;
 - (j) ceases to hold a qualification required to be a director of the Club;
 - (k) becomes an employee of the Club;
 - (l) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person; and
 - (m) fails to disclose in accordance with the Corporations Act or Code the nature of any material personal interest in a matter that relates to the affairs of the Club.
- 140.
- (a) 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 in the office of an Elected Director or Appointed Director.

- (b) Any person appointed under Rule 140(a) to a casual vacancy in the office of an Elected Director shall hold office only until the conclusion of the next Annual General Meeting.
- (c) The vacancy caused by a person ceasing to hold office under Rule 140(b) shall be filled by election 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.
- (d) Any appointment to a casual vacancy in the office of an Appointed Director must comply with the requirements of Rule 99.

GENERAL MEETINGS

- 141. A general meeting of the members of the Club must be held for a proper purpose.
- 142. A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the end of the Club's financial year. All meetings other than Annual General Meetings shall be called General Meetings.
- 143. The Board may whenever it thinks fit call and arrange to hold a general meeting of the Club.
- 144.
 - (a) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
 - (b) In this Rule 144 the term "the request" shall mean the request referred to in paragraph (a).
 - (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
 - (d) 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.
 - (e) 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.

- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 144 must be called in the same way, so far as 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 Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of members and the Secretary must give the members a copy of the Register without charge.
- (i) The Club must pay all reasonable expenses the members incurred because the Board failed to call and arrange to hold a 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 they took all reasonable steps to cause the directors to comply with this Rule 144. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

NOTICE OF GENERAL MEETINGS

- 145. 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.
- 146. A notice of a general meeting of the Club's members must:
 - (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution.
- 147. A copy of the 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.
- 148. 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 the 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.
- 149. Subject to the provisions of the Act relating to special resolutions at least twenty one (21) days' notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental

omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

150. The business of any Annual General Meeting shall be to:
- (a) to confirm the Minutes of the previous Annual General Meeting; and
 - (b) to receive and consider the reports referred to in Rule 163;
 - (c) to declare the results of the election of the Board;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the certain benefits conferred on directors of the Club for the following year (including the reimbursement of directors' expenses and the payment of honorariums (if any));
 - (f) to deal with any other business of which due notice has been given to the members.
151. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the request of members and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than twenty (20) members present and entitled to vote.
152. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall be less than one (1) month. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote, being not less than three (3) shall be a quorum and may transact the business for which the meeting was called.
153. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice-President shall act as Chairperson. If the Vice-President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be Chairperson of the meeting.

154. Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by at least one third of the members present) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the Meeting shall have a second or casting vote.
155. 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.
156. At any General Meeting (unless a poll is demanded by at least three (3) members present or the Chairperson) a declaration by the Chairperson 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.
157. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson 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 Chairperson or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
158. The Chairperson of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
159. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

160. 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.

161. 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.
162. The Club shall, not less than 21 days before each Annual General Meeting and in any event within 4 months of the end of the Club's financial year report to members in accordance with Division 4 of Part 2M.3 of the Act.
163. In accordance with Section 317 of the Act, the Board must lay before the Annual General Meeting in respect of the financial year ending on the last day of July immediately prior to the Annual General Meeting:
 - (a) A copy of the financial report of the Club;
 - (b) a copy of the Directors' Report; and
 - (c) a copy of the Auditor's Report on the financial report.

AUDITORS

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

SECRETARY

165.
 - (a) The Board may from time to time appoint a Secretary with or without remuneration. The Secretary shall perform such duties and do such acts and things as are required to be performed and done by a Secretary of a Club in accordance with the Registered Clubs Act or any Act amending the same.
 - (b) The Secretary shall hold office and shall on all occasions in the execution of office act under the direction and control of the Board to which the Secretary shall be responsible and its instructions shall be sufficient authority for any of the Secretary's acts.
 - (c) It shall be the Secretary's duty to conduct and manage the affairs of the Club under the direction of the Board and to keep in books provided for the purpose full and accurate minutes of all resolutions and proceedings at all meetings of members as well as all meetings of the Board and of Sub-Committees and to keep a record of the name of members of the election Committee present and voting at meetings for admission of members and to keep a Register of Members and such books and records as may be thought by the Board to be necessary for the purpose of fully and correctly showing the Club's operations, position and affairs.
 - (d) The Secretary shall receive all monies of the Club and shall pay the same into the bank at which the Club transacts its business.

- (e) The Secretary shall keep an account of all monies received and disbursed in appropriate books and such books shall be open for inspection by the President and/or Director Finance at all times.
- (f) No cheque shall be drawn in payment of any account unless the procedure and signatories for such, are approved by the Board. All disbursements shall be made by cheque, provided that an exception shall be made in case of payment of wages and salaries of employees or for petty cash items, items for which one cheque may be drawn and amounts paid in cash.
- (g) The Secretary shall, with the approval of the President and the subsequent approval of the Committee, have power to hire and employ all classes of persons whose service may be considered necessary for the purpose of the Club and pay them in return for services rendered to the Club salaries and wages fixed by the Board.
- (h) The Secretary shall when directed by the Board deliver up all books, vouchers and property to any person duly authorised by the Board.
- (i) The Secretary shall with the approval of the President have the power to discontinue at any time the services of any employee with or without notice for inefficiency, irregularity of conduct, disobedience of orders or for any other cause.
- (j) The Secretary shall supervise the purchase of all kinds of goods, materials or provisions required by the Club and shall issue all official orders therefore.
- (k) Should the office of Secretary become vacant, or should he be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
- (l) At any time there shall only be one Secretary of the Club.

APPLICATION OF PROPERTY ON DISSOLUTION

166. 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 shall:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to some other institution or institutions:
 - (i) having objects similar to the objects of the Club;
 - (ii) which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under this Constitution; and

- (iii) determined by the members of the Club at or before the time of dissolution or by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

EXECUTION OF DOCUMENTS

- 167. The Club will have a Seal.
- 168. The Board must provide for the safe custody of the Seal.
- 169. The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (a) two directors; or
 - (b) one director and the Secretary.
- 170. The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (a) two directors; or
 - (b) one director and the Secretary.

NOTICES

- 171. A notice may be given by the Club to any member either:
 - (a) personally;
 - (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 electronic address (if any) nominated by the member.
- 172. Where a notice is sent by post to a member in accordance with Rule 171 the notice shall be deemed to have been received by the member:
 - (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 173. Where a notice is sent to the electronic address of a member in accordance with Rule 171 the notice shall be deemed to have been received by the member on the day following that on which the notice was sent.

INDEMNITY TO DIRECTORS AND OFFICERS

174. 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 that officer in their capacity as officer in defending any proceedings whether civil or criminal.
175. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

GENERAL

176. The Rules of the Game of Golf adopted from time to time by the Royal and Ancient Golf Club of St. Andrews, Scotland except insofar as they are modified by the Local rules of the Club or the recognised body controlling the playing of golf in New South Wales shall be played.