



# **CONSTITUTION**

**(as amended //2018)**

A Company Limited by Guarantee  
and not having a Share Capital



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**CONSTITUTION**  
**OF**  
**TUGGERAH LAKES GOLF CLUB**  
**ACN 001 071 905**  
**TRADING AS SHELLY BEACH GOLF CLUB**

**NAME**

1. The name of the Company is  
“TUGGERAH LAKES GOLF CLUB LIMITED”.

**DEFINITIONS**

2. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

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

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

“**By Laws**” shall mean the By Laws made by the Board in accordance with this Constitution.

“**Casual Vacancy**” means any vacancy that occurs on the board other than by any retirement of directors which occurs in accordance with Rules 65 and 66.

“**Chief Executive Officer**” means the General Manager employed by the Board for the general management and conduct of the day to day operation of the Club

“The **Club**” means Tuggerah Lakes Golf Club Ltd.

“The **Club Notice Board**” means a board or boards 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.

“**Full Member**” means an Ordinary Member or Life Member of the Club.

“the **Gaming Machines Act**” means the Gaming Machines Act 2001 and any regulation made under 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.

“**In Writing**” and “**Written**” include printing, typing, lithography and other modes of representing or reporting words in visible form in the English language.

“the **Liquor Act**” means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.

“**Member**” means any person or body registered on the Register of members as a member.

“**Moaners**” means members of the subsidiary club “Shelly Beach Early Moaners” as set out in the SBGC By Laws.

“**Month**” means calendar month.

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

“**Ordinary Resolution**” means a motion put to a General Meeting that is not a special resolution.

“**Officers**” include the President, Captain, Treasurer, members of the Board and the General Manager but does not include the Auditor or Patron.

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

“**Playing member**” means a member who has playing rights.

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

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

(b) “**financial member**”. A member shall not be a financial member of the Club if:

- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 33; or
- (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 38 until:

- (iii) the full amount owing is paid to the Club; or
- (iv) the member ceases to be a member and their name is removed from the register of members in accordance with Rule 43.

(c) Words importing the singular number also include the plural and vice versa and the masculine gender includes the feminine gender and vice versa.

## **INTERPRETATION**

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws made pursuant to this Constitution or on any matter arising thereout, shall be conclusive and binding on all members, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting.

## **PRELIMINARY**

4. The Club shall be a non-proprietary Club.

5. Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a member of the club, whether or not the member is a member of the governing body, 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 unless the benefit is authorized by a General Meeting of members prior to the benefit being provided.

6. 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 club licence under the Liquor 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 licence.

7. Subject to Rule 8 nothing in this Constitution shall prevent the payment:

- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
- (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
- (d) of reasonable and proper rent for premises demised or let by any member to the Club.

8. A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
  - (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
  - (b) repayment of out of pocket expenses in accordance with Section 10(6) (d) of the Registered Clubs Act.

## **LIQUOR AND GAMING**

9. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
10. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
11. A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
12. The Chief Executive Officer 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.
13. Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
14. Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## **OBJECTS OF THE CLUB**

15. The objects for which the Club is established are:
  - (a) To promote and conduct the game of golf and such other sports, games amusements and entertainment pastimes and recreations indoor and outdoor as the Club may deem expedient.
  - (b) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
  - (c) To construct, establish, provide, maintain and conduct such golf courses playing area and grounds as the Club may determine and to construct provide establish furnish and maintain club houses pavilions and other buildings containing such

amenities conveniences and accommodation either residential or otherwise as the club may from time to time determine.

- (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (e) To raise money by entrance fees subscription and other payments payable by members and to grant any rights and privileges to subscribers.
- (f) To promote and hold either alone or jointly with any other association club or persons, golf meetings, competitions, matches and other sports and to offer give or contribute towards prizes medals and awards and give or to guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainment. Provided that no member of the Club or other persons shall receive any prize award or distinction except as a successful competitor at any match sporting event trial or competition held or promoted by the club or to the cost of property and which under the regulations affecting the said game, match, sporting event or competition may be awarded to him.
- (g) To affiliate with the ruling state and national bodies for golf and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting and/or controlling golf and/or other games sports and pastimes.
- (h) To manage a club licence and such other licences, permits or other authorities under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purposes of selling and/or distribution intoxicating liquor, tobacco, cigarettes and other supplies and for the keeping of gaming machines.
- (i) To buy, prepare, make, supply, sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports, games, entertainments and all kinds of provisions and refreshments required or used by the members of the club or other persons frequenting the course grounds, Club house or premises of the Club.
- (j) To purchase, take on, lease or exchange or otherwise acquire any land, buildings, easements, rights of common property, real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (k) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instrument of any description.
- (l) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose or realize or otherwise deal with any such securities.

- (m) To hire, employ, dismiss employees and workmen and to pay to them and to other persons in return for services rendered to the club, salaries, wages, gratuities or pensions.
- (n) To raise funds by any lawful means for the achievement of the objects
- (o) To take or otherwise acquire and hold shares in any other company, having objects, altogether or in part similar to those of the club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (p) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (q) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures, securities of any other company having objects altogether or in part similar to those of the Club.
- (r) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the club against risk accident or fidelity in the course of their employment by the club and to effect insurances for the purposes of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (s) From time to time to support subscribe and make donations to any patriotic or charitable body which the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (t) To enter into an agreement with a Golf Professional to act as the Club's Professional on such terms and conditions as the Board may approve.
- (u) To do all or any of the abovementioned things, either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
- (v) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

15A. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that:

- (a) Nothing in this Rule prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club

or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club;

- (b) No member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee; and
- (c) Nothing in this Rule is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

## **WINDING UP**

- 15B. The liability of the members of the Club is limited.
- 15C. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding \$5.
- 15D. If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

## **MEMBERSHIP**

- 16. (a) Subject to the provisions of this Constitution and any applicable provisions of the Act, Membership will be under the control of the Board.
- (b) The number of members of the Club shall be as determined by the Board and shall not be less than the minimum number permissible under the Registered Clubs Act.
- (c) Unless and until otherwise determined by the Board, the Full membership of the Club shall comprise the following categories:
  - (i) Ordinary members; and

- (ii) Life members.
- (d) Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
  - (i) Provisional members;
  - (ii) Honorary members; and
  - (iii) Temporary members.

### **CLASSES OF MEMBERSHIP**

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

Individual Members

Veteran Members

Senior Members

Non-Playing Members

Intermediate Members

Junior Members

Cadet Members

Life Members

Gold Members

Staff Members

Corporate Nominee Member

Social Members

Tyros Members

Social Golf Members

Platinum Members

Country Members

18. The requirements for eligibility of persons for election or admission to the following classes of membership shall be:

**(a) Individual Members**

Persons who have attained the age of thirty (30) years and who are elected as Playing members of the Club or transferred by the Board from another category of membership to Individual membership of the Club.

**(b) Veteran Members**

Persons who are playing members whose number of years of continual membership are not less than twenty five (25) years and who have reached the age of eighty (80) years at the beginning of the financial year shall on application be transferred by the Board to Veteran membership on the Club

**(c) Senior Members**

Persons who are playing members whose number of years of continual membership are not less than fifteen (15) years and who have reached the age of seventy (70) years at the beginning of the financial year shall on application be transferred by the Board to Senior membership on the Club.

**(d) Non-Playing Members**

Persons who are members of the Club who are transferred by the Board to Non-Playing membership of the Club.

**(e) Intermediate Members**

Persons who are playing members and have attained the age of 18 and under the age of 30yrs and who are elected by the Board to Intermediate membership of the Club.

**(f) Junior Playing Members**

Persons who are playing members under the age of eighteen (18) years and who have reached a competency level which qualifies them for an official handicap and who are elected by the Board to Junior membership of the Club.

**(g) Cadet Members**

Persons under the age of eighteen (18) years who have not yet reached a competency level for consideration as a junior member and who are elected by the Board to Cadet Membership of the Club.

**(h) Life Members**

A life member shall mean a playing member who has rendered outstanding service to the club and has been elected to Life membership in accordance with this Constitution. A Life member shall be entitled to all the rights, privileges and advantages which an individual playing member has under this Constitution. A nomination for Life membership shall be made in writing by not less than two financial playing members and submitted to the Board for investigation and recommendation. If the nomination is approved

by a two-thirds majority of the Board members present and voting at a meeting of the Board then the nomination shall be referred to the next Annual General Meeting where voting will be by secret ballot. The number of Life Members will be limited to a maximum of 8 with a limit of one nomination per year.

**(i) Gold Members**

A gold member shall mean a playing member who has rendered extensive service to the Club and/or significant achievement in Golf and has been elected to Gold membership by the Board with a majority vote of two thirds in accordance with this Constitution. A Gold member shall be entitled to all the rights, privileges and advantages which an individual playing member has under this Constitution. The number of Gold members will be limited up to a maximum of 8 with a limit of one per year.

**(j) Staff Members**

Permanent employees of the Club who have an extensive employment record with the Club and who are elected by the Board of the Club to Staff Membership of the Club.

**(k) Corporate Nominee Members**

A Corporate Nominee Playing member shall mean a member who, having been elected by the Board, a Corporate Nominee Playing member, shall have their entrance fee and annual subscription paid by the corporation which nominated the member for such membership.

The Board may from time to time invite corporations to nominate an employee of the corporation as a Corporate Nominee member. The corporation shall, within fourteen (14) days of invitation, advise the Club in writing of the name and other particulars of the person so nominated, and the Board shall consider such nomination in accordance with these Articles.

**(l) Social Members**

Persons who have attained the age of eighteen (18) years, who are elected as Social members of the Club or transferred by the Board from another category of membership to Social membership of the Club.

**(m) Tyro Members**

Persons who are social members and have attained the age of eighteen (18) years and who are elected by the Board to Tyros membership of the club.

**(n) Social Golf**

A category of membership that allows non full fee paying members the right to play social golf on an annual basis for a fee determined by the Board.

**(o) Platinum Members**

Persons who are playing members and who are elected by the Board to platinum membership of the Club.

**(p) Country Members**

Persons who are elected as Country Members of the Club, or transferred by the Board from another category of membership, to Country membership of the Club. To be eligible for Country Membership a person's permanent place of residence must be outside the geographical boundaries of the Central Coast District Golf Association or such other boundaries as may be determined by the Board from time to time.

## **MEMBERSHIP RIGHTS**

19. The Board may at its discretion determine different categories within classes of membership and make provisions for the categories in the By Laws. The rights of members and each class of members to use the golf course facilities and other facilities of the Club shall be as the Board may determine from time to time and without limitation shall include:-

**(a) Individual Member, Platinum Member, Veteran Members, Senior Members and Intermediate Members.**

These categories of membership have the right to use the golf course facilities and the facilities of the Clubhouse in accordance with the by-laws. They have the right to attend and vote at general meetings, vote for the election of the Board and to be a candidate for a Director of the Club.

**(b) Life Members, Gold Members**

Life Members and Gold Members have all the rights of individual members. Unless otherwise determined by the Board, they are exempt from all fees, levies that are applied by the Board to all playing members.

**(c) Non-Playing Members**

Non-Playing Members have the right to play up to 15 rounds of golf socially at a rate determined from time to time by the Board. They do not have the right to play in club competitions or in club competition times. They have the right to use the facilities of the Clubhouse. They have the right to attend and vote at general meetings, vote for the election of the Board but cannot be a candidate for a Director of the Club. Non-Playing members must transfer back to the category of membership to which they belonged no later than fifteen (15) months after the date on which the member transferred to Non-Playing membership unless an extension is approved by the Board.

**(d) Junior Members,**

Junior members have the right to use the golf course facilities and the facilities of the Clubhouse in accordance with the by laws. They do not have the right to

attend and vote at general meetings, vote for the election of the Board or to be a candidate for a Director of the Club.

(e) **Cadet Members**

Cadet members have the right to use the golf course facilities in accord with the appropriate by laws. They do not have the right to attend and vote at general meetings, vote for the election of the Board or to be a candidate for a Director of the Club

(f) **Staff members**

Staff members have the right to use the golf course facilities and the facilities of the Clubhouse in accordance with the by laws. They do not have the right to vote at general meetings, vote for the election of the Board or to be a candidate for a Director of the Club

(g) **Corporate Nominee Playing Member**

The Corporation shall have the right, during the period of any Corporate Nominee Playing membership, to nominate a replacement for the original member, and the replacement shall be considered by the Board in accordance with this Constitution. The term of any Corporate Nominee Playing membership shall be determined by the Board. At the expiration of that time, the corporation may apply to have the Corporate Nominee Playing membership renewed.

A Corporate Nominee Playing member shall be entitled to the playing privileges and advantages for which the Club is established, but shall have no voting rights nor the right to be nominated or to nominate other persons to the Board nor the right to nominate any person for any other class of membership.

(h) **Social Members**

Social members have the right to use the facilities of the Clubhouse in accordance with the by laws. They have the right to vote for the election of the Board but may not be a candidate for a Director of the Club, attend and vote at general meetings, or to use the facilities of the golf course except as a visitor.

(i) **Tyros Members**

Tyros members have the right to use the golf course facilities and the facilities of the clubhouse in accordance with the By Laws. They have the right to vote for the election of the Board but may not be a candidate for a Director of the Club, attend and vote at general meetings.

(j) **Social Golf Members**

Social Golf Members have the right to use the golf course facilities to play social golf and the facilities of the clubhouse in accordance with the By Laws. They have the right to vote for the election of the Board but may not be a candidate for a Director of the Club or attend and vote at general meetings. Social Golf Members are not eligible to transfer to a playing membership category without the payment of the appropriate entrance fee and subscription.

**(k) Country Members**

Country Members have the right to use the golf course facilities for up to fifteen competition rounds per financial year, play social golf at all times and use the facilities of the clubhouse in accordance with the By Laws. They are not permitted to play in any Club Championship events. They have the right to attend and vote at general meetings, vote for the election of the Board but may not be a candidate for a Director of the Club.

**(l) Moaners**

The Moaners are entitled to the first 1 ¾ hours time slots, from official sun rise, on the first tee on most Sunday mornings throughout the year.

**HONORARY MEMBERS AND TEMPORARY MEMBERS**

20. The requirements for eligibility of persons for admission to the Club as Honorary members and Temporary members together with the rights of Honorary members and Temporary members shall be as follows:

**(a) Honorary Members**

- (i) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (A) the patron or patrons for the time being of the Club.
  - (B) any prominent citizen or local dignitary visiting the Club.
- (ii) Honorary members shall not be entitled to attend or vote at any meeting of the Club, to nominate or be elected to the Board or any office of the Club, vote in the election of the Board, propose, second or nominate any eligible member for any office of the Club, propose, second, or nominate any person for membership of the Club, propose, second or nominate any eligible member for Life membership or to participate in the management, business and affairs of the Club in any way.
- (iii) Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
- (iv) The Board shall have the power to cancel the membership of any Honorary member without notice and without being required to give any reason.

**(b) Temporary Social Members**

- (i) The following persons in accordance with the procedures established by the Board may be made Temporary members of the Club:
  - (A) A person whose permanent place of residence in New South Wales is more than five (5) kilometres from the Club or such

greater distance as may be determined from time to time, by the Board, by By-law pursuant to this Constitution.

- (B) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club.
- (C) A Full Member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organized sport or competition to be conducted by the Club on that day from the time on that day when the member so attends the premises of the Club until the end of the day.
- (D) An interstate or overseas visitor.

- (ii) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (iii) Temporary members not be entitled to attend or vote at any meeting of the Club, to nominate or be elected to the Board or any office of the Club, vote in the election of the Board, propose, second or nominate any eligible member for any office of the Club, propose, second, or nominate any person for membership of the Club, propose, second or nominate any eligible member for Life membership or to participate in the management, business and affairs of the Club in any way.
- (iv) Temporary members shall not be permitted to introduce guests into the Club. The General Manager may terminate the membership of any Temporary member at any time without notice and without having to provide any reasons.
- (v) No person under the age of eighteen (18) years may be admitted as a temporary member.
- (vi) When a Temporary member first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary members:-
  - (A) the name in full of the Temporary member.
  - (B) the residential address of the Temporary member.
  - (C) the date on which Temporary membership is granted
  - (D) the signature of the Temporary member.

## **PROVISIONAL MEMBERS**

21. A person in respect of whom:

- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

22. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):

- (a) that person shall cease to be a Provisional member of the Club; and
- (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

23. Provisional members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

24. Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second, or nominate any person for membership of the Club; or
- (g) propose, second or nominate any eligible member for Life membership.

## **ELECTION OF MEMBERS**

25. A person shall not be admitted as a Full member of the Club, unless that person is elected to membership at a meeting of the Board of the Club or duly appointed election committee of the Club.

26. The Board may reject any application for membership without assigning any reason for such rejection.

27. Every candidate for membership shall be proposed by one member and seconded by another member.
28. In respect of every nomination for membership, there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution.
  - (a) The nomination form shall be signed by the proposer and seconder and the candidate.
  - (b) The nomination form shall be lodged together with the Entrance fee with the General Manager of the Club who shall cause the name, address and occupation of the candidate and of the candidates proposer and seconder to be exhibited in a conspicuous place in the clubhouse for a continuous period of up to fourteen (14) days 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 his election.
29. When a person has been elected to membership the General Manager shall cause notice of such election to be given personally or forwarded or posted to such person.
30. Upon payment of the first annual subscription, such person shall become a member of the Club, provided nevertheless that if the annual subscription is not paid within fourteen (14) days after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the club.
31. A copy of the Constitution of the Club shall be supplied to a member on request being made to the General Manager of the Club and if demanded by the General Manager on payment of any fee that may be prescribed by the Act or the Board.

### **FEES, SUBSCRIPTIONS, LEVIES**

32. Members' subscriptions shall be paid annually or if the Board so directs and approves by other instalments and in advance or for more than one year in advance.
33. The time and manner of payment of subscriptions and all other matters pertaining thereto not especially provided for by this Constitution shall be as determined by the Board from time to time and set out in the By Laws.
34. The entrance fees and subscriptions or payments by members of the Club shall be such that the Board may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
35. Any candidate elected during the financial year to any category of membership shall in respect of that financial year pay a pro rata amount of annual subscription as determined by the Board.

36. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.
37. Any person who has not paid his or her subscription, or any charge or levy specified by the Board, within 30 days of the due date may, by resolution of the Board, be removed from membership of the Club in which case the provisions of Rule 43 shall not apply.

### **NON-FINANCIAL MEMBERS**

38. Notwithstanding any Rule contained in this Constitution, any member who is not a financial member (as defined in Rule 2(b)) shall not be entitled to:
  - (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
  - (g) propose, second or nominate any eligible member for Life membership.

### **TRANSFER OF MEMBERSHIP**

39. The Board, at its discretion, may on the written application of a member transfer that member from any category of membership to another category of membership. Any member so transferred will be required to pay the difference between the entrance fee and/or annual subscription applicable for his present membership and the entrance fee and/or annual subscription applicable to the category of membership to which the member desires to be transferred.

### **PATRONS**

40. The Board may appoint a Patron or Patrons and such Patron or Patrons shall thereupon, unless the Patron is already a Full Member of the Club, be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.

### **ADDRESSES OF MEMBERS**

41. Members shall advise the General Manager of the Club of any change in their address.

### **REGISTERS OF MEMBERS AND GUESTS**

42. The Club shall keep the following registers:

- (a) A register of persons who are Full Members of the Club. This register shall set out the name in full, the occupation and address of each Full member and, if the person is an Ordinary member the date on which the member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members. This register shall set out the name in full or the surname and initials and the address of such Honorary member.
- (c) A register of persons who are Temporary members, other than Temporary members who are full members (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organized sport or competition to be conducted by the Club on that day from the time on that day when the member so attends the premises on the Club until the end of that day. This register shall set out the name in full and the address of each such Temporary member and where a Temporary member has been admitted to membership for a limited period, the dates on which the period commences and ends.
- (d) A register of persons of or over the age of 18 years who enter the premises of the club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that guest, the date and the signature of that member provided always if any entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that register in respect of that guest if the guest subsequently enters the premises of the Club on that day as the guest of that member.

## **DISCIPLINARY PROCEEDINGS**

43. If any member shall refuse or neglect to comply with any of the provisions of Constitution of the Club or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that:

- (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing by a prepaid letter posted to the member's last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
- (c) The voting by the members of the Board present at such meeting shall generally be by, a show of hands and no motion to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the

Board present vote in favour of such motion. If at least one board member request a secret ballot, then a secret ballot will be conducted.

- (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
- (e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
- (f) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined.
- (g) A member may appeal any decision of the Board in relation to a charge against a member, provided that the appeal is lodged within fourteen (14) days of the member being notified of the decision. The appeal must be in writing and detail the reasons for the appeal. Any appeal must be considered by the full Board and the decision of the Board in relation to the appeal shall be final and no further appeal is permitted.
- (h) The Board may, in its absolute discretion, form a sub-committee of Board members known as 'the Disciplinary Sub-committee' to address disciplinary issues in the first instance. This sub-committee may interview, investigate and report back to the Board, and make recommendations as to the appropriate action the Board should consider in the circumstances.

44. (a) In addition to any powers under Section 77 of the Liquor Act, the General Manager of the Club or in the General Manager's absence the senior employee of the Club then on duty ("the senior employee") shall have the power forthwith to 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 who:

- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
- (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 his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.

- (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (viii) who engages in damaging any of the Club's property.
- (ix) who uses obscene or objectionable language within the Club or within the vicinity of the Club.
- (x) who refuses to comply with a reasonable and lawful request or instruction of an employee of the Club.

(b) The General Manager or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board within seven (7) days of the date of the removal. The report will set out the facts, matters and circumstances giving rise to the removal.

(c) If pursuant to Rule 44(a) 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 44(f)) 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.

(d) Without limiting Rule 44(c), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(a)(i), 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.

(e) Without limiting Rule 44(c), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(a)(i), the person must not:

- (i) remain in the vicinity of the Club; or
- (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

(f) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

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

(g) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

### **MEMBER UNDER SUSPENSION**

45. (a) Any member whose membership is suspended pursuant to Rules 43 or 44 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

### **RESIGNATION AND CESSATION OF MEMBERSHIP**

46. (a) A member may at any time resign from his or her membership of the Club by either:

- (i) giving notice in writing to the Secretary; or
- (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she no longer wishes to be a member of the Club or resigns from membership.

(b) A resignation pursuant to Rule 46(a) 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.

(c) Any member who has resigned pursuant to 46(a) will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

### **GUESTS**

47. . (a) All members other than Temporary members and members under 18 years of age shall have the privilege of introducing guests to the Club and 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 shall countersign that entry.

(b) No member shall introduce any person as a guest who is expelled from the club.

(c) Members shall be responsible for the conduct of any guests they may introduce to the Club.

(d) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution of the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

(e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

## **BOARD OF DIRECTORS**

- 48. The Board shall consist of a President, Captain, Treasurer and six (6) directors, all of whom must be members eligible to be elected as Directors. The Board may appoint from within the Board of Directors a Vice President who may act as President in the absence of the President and a Vice Captain who may act as Captain in the absence of the Captain.
- 49. The Board shall be elected in accordance with this Constitution at an election of which the members entitled to vote consist of not less than 25% of Full Members of the Club, as defined by the Registered Clubs Act.
- 50. At each Annual General meeting, Board members shall be elected in accordance with this constitution, the Club's By Laws and Schedule 4 to the Registered Clubs Act which is reproduced in the schedule below:

### *“SCHEDULE 4*

#### *1. Definitions*

*In this Schedule:*

*“general meeting” means a meeting of the members of the club at which members of the governing body are to be elected.*

*“triennial rule” means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule.*

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

#### *2. First general meeting under triennial rule*

*(1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups*

*(2) The groups:*

*(a) shall be determined by drawing lots, and*

*(b) shall be as nearly as practicable equal in number, and*

*(c) shall be designated as group 1, group 2 and group 3.*

*(3) Unless otherwise disqualified, the members of the governing body:*

*(a) in group 1 shall hold office for 1 year, and*

(b) in group 2 shall hold office for 2 years, and

(c) in group 3 shall hold office for 3 years

### 3. Subsequent general meetings

*At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

### 4. Casual vacancies

(1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

(2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person 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.*

### 5. Re-election

*A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

### 6. Revocation of triennial rule

*If the triennial rule is revoked:*

(a) *at a general meeting-all members of the governing body cease to hold office, or*

(b) *at a meeting other than a general meeting – all the members of the governing body cease to hold office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body.*

(c) *A person shall not be elected to or hold office as a member of the Board unless the member has the right to be elected and hold office.*

(d) *No member currently unfinancial or under suspension shall be elected to office or perform duties as holder of an office while the member remains unfinancial or during the period of such suspension.”*

51. Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Financial Members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the General Manager at least twenty eight (28) days before the date of the Annual General Meeting. The General Manager shall forthwith post notification of such nominations on the Club Notice Board.

52. Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this Constitution the order of seniority of offices shall be:-

Firstly President

Secondly Captain

Thirdly Treasurer

Fourthly Board member

53. If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.

54. If insufficient nominations be received for any offices, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and any vacancies then remaining shall be regarded as casual vacancies for the purpose of Rules 67 and 68.

55. If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken in such manner as determined by the Board by By-law, which may include an electronic or digital ballot.

56. The ballot shall be counted by a Returning Officer and scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.

57. In the event of an equality of votes being recorded in an election for two or more candidates then the Returning Officer shall place in a hat the names of such persons receiving the equal number of votes and shall draw one name from the hat in the presence of the scrutineers and that person so drawn shall be declared elected. This procedure will continue until all positions are filled.

If all Board nominees are elected unopposed and the vacant Board positions include one or more that are for a period of less than three years, at the first Board meeting after the AGM, the President will place the names of all newly elected Board members in a hat and then sequentially draw names from the hat. The earliest drawn names will have first choice of vacant periods on the Board and so on.

58. If any candidate receives sufficient votes to entitle the member to be elected to any office the member shall then be disqualified from election to any subsequent office in the order listed above and votes for the member in respect of any such subsequent office shall be disregarded and not counted.

59. In the case of doubt as to the formality of any voting paper the matter shall be determined by the Returning Officer whose decision shall be final.

## **MANDATORY TRAINING FOR DIRECTORS**

60. (a) A member of the Club who becomes a Director of the Club after 1 July 2013, must, in accordance with the *Registered Clubs Regulation 2009*, complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.

(b) In relation to Directors of the Club who, as at 1 July 2013, were already Director:

- (i) at least 50% of the existing those Directors must complete the required training by 30 June 2016,
- (ii) all remaining Directors must complete the required training by the date specified in the Regulations.

(c) The Board may, from time to time, resolve to require all or some directors to undertake specific courses of instruction.

(d) The required training or any other course of instruction for Directors for the purposes of this Rule 60 shall be at the expense of the Club.

(e) A Director who fails to comply with this Rule 60 will cease to be a director in accordance with Rule 65.

## **DECLARATIONS OF INTERESTS BY DIRECTORS**

61. (a) Any director who has:

- (i) a material personal interest in a matter that relates to the affairs of the Club;
- (ii) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (iii) any financial interest in a hotel situated within 40 kilometres of the Club's premises; or
- (iv) 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:

- (v) disclose the relevant facts to the Secretary of the Club;
- (vi) declare the relevant facts and nature of the interest at a meeting of the Board; and
- (vii) in respect of any facts or interest referred to in Rule 61(a)(i) and (ii) comply with Rule 62.

(b) 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.

## **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

62. (a) Subject to Section 195 of the Corporations 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:

- (i) must not vote on the matter; and
- (ii) must not be present while the matter is being considered at the meeting.

## **CONTRACTS WITH DIRECTORS**

63. (a) 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.

(b) A “top executive” has the same meaning as defined in the Code.

(c) A “pecuniary interest” in a company for the purposes of Rule 63(a) 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**

64. (a) Subject to Rule 64(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (i) any close relative (as defined in the Registered Clubs Act and the Code) of the Secretary or a manager of the Club; or
- (ii) 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).

(b) Rule 64(a) does not prevent the Club entering into a contract with any of the above persons which is:

- (i) a contract of employment; or
- (ii) results from an open tender process.

- (c) A person has a “controlling interest” for the purpose of Rule 64(a) 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.

## **VACANCIES ON BOARD**

- 65. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution, of which special notice has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that person or persons’ period of office and may by ordinary resolution appoint another person or persons in their stead. Any person so appointed shall hold office during such time only as the person whose place the person is appointed would have held the same if that member had not been so removed.
- 66. The office of President, Captain, Treasurer and Ordinary Board member shall forthwith be vacated:-
  - (a) If that person is suspended from membership in accordance with Rules 43 or 44.
  - (b) If that person becomes insolvent under administration or is convicted of an offence on indictment.
  - (c) If that person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (d) If that person fails to disclose in accordance with the Act or the Code the nature of any material personal interest in a matter that relates to the affairs of the Club.
  - (e) If that person is absent from Meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
  - (f) If by notice in writing given to the Chief Executive Officer that person resigns from office.
  - (g) If that person becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - (h) If that person ceases to be a member of the Club
  - (i) 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.
  - (j) If that person or persons are removed by ordinary resolution at a General Meeting.
  - (k) If that person is elected to the Board of Directors of any other golf club.
- 67. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

68. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

## **OPERATIONS OF THE BOARD**

69. The Board is responsible to members for the overall governance and performance of the Club.

70. The function of the Board includes the following:

- (a) Providing strategic direction to the Club by constructive engagement in the development, execution and modification of the Club's strategy.
- (b) Appointing the General Manager and approving succession plans.
- (c) Monitoring the performance of the General Manager and approving senior management remuneration policies and practices
- (d) Reporting to members and ensuring all regulatory requirements are met.
- (e) Ensuring appropriate compliance frameworks and controls are in place.
- (f) Approving policies governing the operations of the Club.
- (g) Monitoring financial results on an ongoing basis.
- (h) Ensuring the Board's effectiveness by operating as a team.
- (i) Ensuring the Club's business is conducted ethically and transparently and in the best interests of the Club
- (j) Overseeing strategic risk.
- (k) The regulation and conduct of members.
- (l) (i) Creating 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.

- (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 inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation or other fees to any such controlling body or as required by such body.
- (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.
- (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 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) Shall not include the general management and operations of the Club
- (n) To pursue the objects of the Club.
- (o) To make, amend By laws of the Club which shall come into force and have the full authority of a By law of the Club.

71. The Board member's role on the Club Board is:

- (a) Discharge their duties in good faith and act honestly, in the best interests of the Club.
- (b) Act with required care and diligence demonstrating commercial reasonableness in their decisions.
- (c) Declare any conflicts of interest.
- (d) Act for the benefit of the Club at all times.

- (e) Not make improper use of information gained through their position as a director.
- (f) Not allow personal interests, or the interests of any close associate, to conflict with the interests of the Club.
- (g) Make reasonable enquiries to ensure that the Club is operating efficiently, effectively and legally towards achieving its goals.
- (h) Undertake diligent analysis of all proposals placed before the Board

### **PROCEEDINGS OF THE BOARD**

- 72. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees 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 and 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. 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 Chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be five (5) members personally present or otherwise telephonically linked.
- 73. The President may at any time, and the General Manager upon the request of not less than three (3) members of the Board shall convene a Meeting of the Board.
- 74. Subject to this Constitution questions arising at any meeting of the Board 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 Chairman of the meeting shall have a second or casting vote.
- 75. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number reduces below the number fixed by or pursuant to this Constitution as the necessary quorum 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 for the purpose of summoning a General Meeting of the Club, but for no other purpose.
- 76. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting 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.
- 77. A resolution in writing 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 as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the board.

78. No Director shall be disqualified by reason of his office from contracting with the Club whether as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 191 of the Act it shall be the duty of the Director to declare the nature of his interest at a meeting of the Board of the Club and it shall be the duty of the General Manager to record such declaration in the Minutes of the Meeting.
79. The provisions of Part 4A of the Registered Clubs Act shall be implemented where a Director of the Club makes a declaration of interest pursuant to Section 191 of the Act.

### **INDEMNITY OF OFFICERS**

80. Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
  - (a) a liability owed to the Club or a related body corporate; or
  - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
  - (c) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
81. Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
  - (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or
  - (b) in defending or resisting criminal proceedings in which the person is found guilty; or
  - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
82. The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
  - (a) conduct involving wilful breach of duty in relation to the Club; or

(b) contravention of sections 182 or 183 of the Act.

## **GENERAL MEETINGS**

83. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the Club's financial year. All meetings other than Annual General Meetings shall be called General Meetings.

84. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum of the members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case and not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:-

- (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists. If the Board does not within twenty-one (21) days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held within three (3) months from the date of such deposit.
- (b) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
- (c) Any meeting convened under this Constitution by the requisitionists shall be convened in the same manner or as nearly a possible as that in which meetings are convened by the Board.
- (d) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

85. Subject to the provisions of the Act relating to special resolutions 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 unless the Court on application of the member concerned or any other member entitled to attend the meeting declares the meeting invalid.

## **PROCEEDINGS AT GENERAL MEETINGS**

86. The business of any Annual General Meeting shall be to receive and consider the Reports described in Rule 100 and to elect in the manner hereinbefore provided, the members of the Board and subject to the Act to appoint an Auditor or Auditors.

87. Where required by this Constitution or by any applicable law, a decision of the Club by Ordinary Resolution at a General Meeting is decided in the affirmative only if a majority of all members entitled to vote who are present, vote in favour of that decision
88. 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 requisition of members shall not be less than one hundred (100) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than thirty (30) members present and entitled to vote.
89. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed seven (7) days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
90. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the members of the Club present shall elect a member of the Board or one of their members to be Chairman of the meeting.
91. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.  
(b) A person shall not:
  - (i) Attend a vote at any meeting or the Club or of the Board or on any committee thereof; or
  - (ii) Vote at any election of, or of a member of, the Board,  
as the proxy of another person.
92. At any General meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
93. If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or a question of adjournment shall be taken forthwith.

94. The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting 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 thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
95. 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 minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be *prima facie* evidence of the proceedings to which it relates.

### **ACCOUNTS, AUDIT, FINANCIAL YEAR**

96. The Board shall cause proper accounts and records to be kept with the financial affairs of the Club in accordance with the Act.
97. The record of accounts shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit.
98. The Board must cause the Club to keep written financial records that:
  - (a) Correctly record and explain the transaction, financial position and performance of the Club.
  - (b) Would enable true and fair financial statements to be prepared and audited.
99. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Part 2M.3 of the Corporations Act.
100. In accordance with Section 317 of the Corporations Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
  - (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.
101. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year.
102. Auditors shall be appointed and their duties defined under the Act. Their remuneration shall be fixed by the Board.

## **GENERAL MANAGER**

103. At any time there shall only be one General Manager of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club pursuant with the Registered Clubs Act.
104. The Chief Executive Officer may engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as the Chief Executive Officer may from time to time think fit and subject to approval by the Board, may determine the duties, pay, salary, emoluments or other remuneration to determine with or without compensation any contract for service or otherwise.

## **AMENDMENTS TO THE CONSTITUTION**

105. Amendments to this constitution can only be made by means of a Special resolution at a General Meeting called by the Board or by a requisition of members.

## **EXECUTION OF DOCUMENTS**

106. The Board must provide for the safe custody of the seal.
107. (a) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
  - (1) 2 Directors; or
  - (2) one Director and the Secretary.  
(b) The Club may execute a document (including a deed) without using the seal if that document is signed by:
  - (1) 2 Directors; or
  - (2) one Director and the Secretary.
108. The Club may only fix the seal to a document after a resolution of the Board to that effect.

## **NOTICES**

109. A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:
  - (a) by displaying a notice on the Club Notice Board;
  - (b) by displaying a notice on the Club's website;
  - (c) by sending it to the electronic address (if any) nominated by the member; or
  - (d) by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.

110. Any notice (other than a notice referred to in Rule 109) may be given by the Club to any member either:

- (a) by displaying a notice on the Club Notice Board;
- (b) by displaying a notice on the Club's website;
- (c) personally;
- (d) 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
- (e) by sending it to the electronic address (if any) nominated by the member.

111. Where a notice is sent by post to a member in accordance with Rule 110 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.

112. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

113. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

114. If a member has an address outside Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted on the club noticeboard will be deemed to be notice to the member at the expiration of 24 hours after it is posted.

115. Summary of changes to Constitution

Date	Paragraph No.	Action	Comments
10.11.13	S.24D (c)	Amended	
10.11.13	S.33	Replaced	
