

COMPANY CONSTITUTION
of
QUEANBEYAN GOLF CLUB LIMITED

(as amended – November 2009)

ACN 000 974 309

CORPORATIONS ACT

A Company Limited by Guarantee
and not having a Share Capital

CONSTITUTION
OF
QUEANBEYAN GOLF CLUB LIMITED

NAME

1. The name of the company is Queanbeyan Golf Club Limited.

DEFINITIONS

2. In this Constitution, unless there be something in the subject matter or context inconsistent herein:

“the Act” and “Corporations Act” means the Australian Corporations Act. 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. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

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

“Chairman” shall mean the chairman of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“Close Relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse of the person or of a person referred to in Sub-Paragraph (a), or a person with whom the person or a person referred to in Sub-Paragraph (a) has a de facto relationship (within the meaning of the Property (Relationships) Act 1984).

“the Club” means Queanbeyan Golf Club Limited.

“Constitution” means this company constitution of the Queanbeyan Golf Club Limited.

“Contract” includes commercial arrangement.

“Employ” includes engage under a contract for services.

“Financial Member”, and the term “Financial” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

“Gift” includes money, hospitality or discounts.

“Land” means any land owned or occupied by the Club.

“Manager” means a natural person appointed to conduct the business of a registered club in the case where the Club operates at more than one set of premises and the Secretary is not normally in attendance at the other such premises. (A Manager is appointed in a deputy capacity to the Secretary of the Club and is the person responsible, under the Registered Clubs Act, for operations at the other premises).

“Month” means calendar month.

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

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

“Officers” are members of the Board but does not include the appointed auditors.

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

“Playing Member” means a member holding a class of membership created by the Club for the purpose of participating in the sport of golf as organised by the Club.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-Laws of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, and Chief Executive Officer.

“Special Resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five percent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“Top Executive” means a person who is one of the five (5) highest paid employees of the Club at each separate premises of the Club.

“Written” and “In writing” include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

“Year” means the Club’s financial year.

INTERPRETATION OF CONSTITUTION

3. References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
4. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
5. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
6. The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
7. A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
8. Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.
9. A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in general meeting or by a Court of proper jurisdiction.

OBJECTS

10. The objects for which the Club is established are:
 - (a) To organise, conduct and control games of golf;
 - (b) To promote, encourage, foster, develop and extend the sport of golf at or near Queanbeyan in the state of New South Wales;
 - (c) To provide a golf course at or near Queanbeyan and to lay out and prepare such course for golf and for other purposes of the Association, and to provide facilities, conveniences and amenities in connection with the sport;
 - (d) To promote, organise, extend, govern, conduct and control championships, competitions and other events pertaining to the sport of golf as may from time to time be considered expedient;
 - (e) To select, support and/or sponsor any representative team or teams for any purposes associated with the Club;

- (f) To co-operate with organisations controlling the sport of golf in the promotion and control of the sport;
- (g) To provide, improve, extend and conduct social enjoyments for the benefit of members.

MEMBERSHIP

- 11. In accordance with the provisions of the Registered Clubs Act, the membership of the Club shall consist of the following categories:
 - (a) Ordinary Members
 - (b) Life Members
 - (c) Temporary Members
 - (d) Honorary Members
 - (e) Provisional Members

- 12. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of:
 - (a) Full Playing Members
 - (b) Elder Members
 - (c) Intermediate Playing Members
 - (d) Weekday Playing Members
 - (e) Country Playing Members
 - (f) Junior Playing Members: 12-17 years of age
 - (g) Junior Playing Members: 18-24 years of age
 - (h) Non-Playing Members
 - (i) Social Members
 - (j) Such other class or classes of Ordinary Membership as the Board may from time to time determine in the By-Laws.

- 13.
 - (a) The Board may determine categories within the playing and other member categories, and the playing rights of all members. These determinations shall be specified in the By-Laws.

 - (b) The requirements for eligibility of persons for election or transfer to any category of membership shall be determined by the Board and included in the By-laws.

CLASSES OF MEMBERSHIP

- 14.
 - (a) Full Playing Members (Male and Female)
Persons who have attained the age of eighteen (18) years and who are elected as Full Playing Members of the Club or who, on request, are transferred by the Board from another class of Ordinary Membership to Full Playing Membership of the Club. Full Playing Members shall have playing rights Sunday through Saturday inclusive.

- (b) **Elder Members – (Male and Female)**
Members who have attained aged pensioner age and have attained twenty-five (25) years of membership as Full Playing Members may be granted Elder Membership of the Club. An Elder Member shall pay such discounted subscription as shall be determined by the Board. Elder Members shall have all the rights and privileges of Full Playing Members.
- (c) **Life Members**
Members who have rendered outstanding service to the Club and have been elected a Life Member by a resolution carried by a two thirds majority of those present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board. 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 Full Playing Members.
- (d) **Intermediate Playing Members**
Persons who have attained the age of eighteen (18) years and who are elected as Intermediate Playing Members of the Club or who, on request, are transferred by the Board from another class of Ordinary Membership to Intermediate Playing Membership of the Club. Intermediate Playing Members shall have playing rights Sunday through Friday inclusive but will not be able to play on Saturdays except as determined by the Board from time to time.
- (e) **Weekday Playing Members**
Persons who have attained the age of eighteen (18) years and who are elected as Weekday Playing Members or who, on request, are transferred by the Board from another class of Ordinary Membership to Weekday Playing Membership of the Club. Weekday Playing Members shall have playing rights Monday through Friday inclusive but will not be able to play on Saturdays or Sundays except as determined by the Board from time to time.
- (f) **Country Playing Members**
Persons who have attained the age of eighteen (18) years and who reside beyond a radius of one hundred (100) kilometres from the Queanbeyan Post Office for a period of not less than nine (9) months in each year and who are elected as Country Playing Members or who, on request and being eligible, are transferred by the Board from another class of Ordinary Membership to Country Playing Membership of the Club.
- (g) **Junior Playing Members: 12-17 years of age**
Persons aged at least twelve (12) years and under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Members under eighteen (18) years of age shall be entitled to use such portions of the Clubhouse as the Board may determine pursuant to the Registered Clubs Act or in respect of which a permit has been granted under the Registered Clubs Act.
- (h) **Junior Playing Members: 18-24 years of age**
Persons not less than eighteen (18) years of age and under the age of twenty-five (25) years and who are a current student, or on junior rate of pay, or who, on attaining the age of eighteen (18) years, are transferred by the Board from another class of Junior Membership to Junior Playing Member: 18-24 years of age.

- (i) **Non-Playing Members**
Any Full Playing, Intermediate Playing, Weekday Playing, Country Playing or Junior Playing Member who, upon application to the Board, is transferred to Non-Playing Membership of the Club. Non-Playing Members may after a period of twelve (12) months in that category be re-admitted to their former category of playing membership, or to another category of playing membership on application to and at the discretion of the Board, provided that on such re-admission they shall be liable for the payment of any difference in subscriptions paid as a Non-Playing Member and the subscription for the category of membership to which they are re-admitted.
- (j) **Social Members**
Persons who have attained the age of eighteen (18) years and who are elected as Social Members of the Club.
- (k) **Temporary Members**
Persons over the age of eighteen (18) years may, at the discretion of the Board or management of the Club, be made Temporary Members of the Club provided that such person is:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club; or
 - (ii) A person who is a member of another registered club with similar objects to those of this Club; or
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act; or
 - (iv) An interstate or overseas visitor.
- Temporary Members (other than those who are exclusively attending the Club for the purpose of taking part in an organised sport or competition) are required to complete and sign the Temporary Members Register each day they attend at the Club.
- (L) **Honorary Members**
Honorary Membership may be granted by the Board and/or management without payment of any subscription to any person over the age of eighteen (18) years provided he is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion.
- (m) **Provisional Members**
Persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges for such class of membership, and are currently awaiting a decision on their membership application. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

RIGHTS OF MEMBERS

15. Full Playing Members, Elder Members, and Life Members shall be entitled to full rights and privileges of membership, including the right to:
 - (a) attend and vote at all general meetings;
 - (b) nominate members for election to the Board;
 - (c) vote in the election of members of the Board;
 - (d) nominate persons for membership of the Club;
 - (e) hold office on the Board in accordance with this Constitution.

16. Intermediate Members, Weekday Members, Junior Playing Members: 18-24 years of age, and Non-Playing Members over the age of eighteen (18) years shall be entitled to:
 - (a) attend and vote at all general meetings;
 - (b) vote in the election of members of the Board;
 - (c) nominate persons for membership of the Club;

17. Social members of the Club shall be entitled to nominate persons for Social Membership of the Club. Social Members shall NOT attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

18. Junior Playing Members: 12-17 years of age, Temporary Members and Honorary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

19. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.

20. Every right to vote in relation to the Board shall be limited to:
 - (a) The right to vote at any election of Directors of the Club whether at a general meeting of the Club or on any other occasion;
 - (b) The right to remove Directors from office pursuant to the Constitution;
 - (c) The right to approve or reject the payment of remuneration or honoraria (if any) to Directors.

21. Each member entitled to vote shall have one (1) vote.

22.
 - (a) 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.
 - (b) Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

23. The rights and privileges of members to use the golfing and other facilities of the Club shall be determined by the Board in the By-Laws.

ELECTION TO MEMBERSHIP

24. A person shall not be admitted as a member of the Club, other than as an Honorary Member or Temporary Member, unless he is elected to membership at a meeting of the Board of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
25. (a) Every candidate for Playing Membership of the Club shall be proposed by one and seconded by another Playing Member of the Club.
- (b) Every candidate for Social Membership of the Club shall be proposed by one and seconded by another Ordinary or Life Member over the age of eighteen (18) years.
- (c) No person who is under the age of eighteen (18) years shall be admitted as a member of the Club unless the members proposing and seconding the admission of such member have each attained the age of eighteen (18) years.
26. (a) In respect of every nomination for membership of the Club 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 of the Club. The nomination form shall be signed by the proposer and seconder and the candidate.
- (b) The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited on the Notice Board for a continuous period of not less than seven (7) 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.
- (c) The Secretary may in his discretion (and shall, if so directed by the Board) refuse to accept payment of the entrance fee (if any) and the applicable annual subscription with the nomination for membership without giving any reason for such refusal.
27. Upon a person being elected to membership and payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one (1) month after the date of election to membership the Board may at its discretion cancel its election of the person to membership of the Club.

TRANSFER OF MEMBERSHIP

28. (a) The Board, at its discretion, may on the written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may 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 class of membership to which he desires to be transferred.

- (b) A member holding a class of Junior Membership may without the need for application be transferred to the appropriate class of membership related to such member's age as may be determined by the Board on payment (if any) of 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 class of membership to which he is being transferred to.

ANNUAL SUBSCRIPTIONS, ENTRANCE FEES AND LEVIES

- 29. (a) Members' subscriptions shall be paid in advance either annually or if the Board so directs and approves: by half yearly, quarterly, or monthly instalments; or biennially (2 years); or triennially (3 years); or for such number of years as provided for in the By-Laws. 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.
- (b) The annual subscription fee for each category of membership shall be due and payable on or before the first day of August each year.
- 30. (a) The entrance fees and subscriptions or 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 (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- (b) The Board shall have power to make charges and levies on categories of members for general or special purposes as they see fit.
- 31. (a) In the case of a person elected to membership during the financial year to a class of membership liable to pay annual subscriptions, such member shall in respect of that financial year pay such subscription as the Board may determine being not less than Two Dollars (\$2.00).
- (b) A former member of the Club may, upon re-election, at the discretion of the Board, be relieved from payment of a second entrance fee.
- 32. Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-Laws of the Club.
- 33. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of one (1) month from the date upon which it shall fall due for payment the Secretary may cause the member's name to be removed from the register of members of the Club.
- 34. Any member who becomes unfinancial and has his name removed from the register of members will relinquish all membership privileges including golf and be unable to compete in any club golf competition open to members. Acceptance of an entry fee for a competition by any officer or employee of the Club will not affect the removal of a person from the register of members under the provisions of this Constitution.
- 35. If a member shall be suspended, expelled, or requested to resign by the Board pursuant to this Constitution, such member's entrance fee (if any) and current subscription shall be forfeited.

PATRONS

36. The members in a general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall be deemed to be Honorary Members of the Club and subject to this Constitution shall remain Honorary Members while they remain as a Patron.

GUESTS

37. (a) All members (excluding Temporary Members, Honorary Members, and Junior Playing Members: 12-17 years of age) shall have the privilege of introducing Guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such Guests together with his own name in the Guest Register.
- (b) 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.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any Guests they may introduce to the Club.
- (e) No member shall introduce any Guest more frequently or in greater numbers than may for the time being be provided in the By-Laws, nor shall he introduce any person as a Guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board of the Club.
- (f) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-Laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

ADDRESSES OF MEMBERS

38. Every person shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary of any subsequent change of address. The address shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTERS OF MEMBERS AND GUESTS

39. The Club shall keep the following Registers:
- (a) A register of persons who are Ordinary Members of the Club. This register shall set forth the name in full, address and the occupation of each Ordinary Member and (excluding Life Members) the date on which he last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. This register shall set forth the name in full and the address of each Temporary Member and the date on which such Temporary Membership was granted.
 - (c) A register of persons who are Honorary Members. This register shall set forth the name in full and the address of each Honorary Member and the date or period of membership.
 - (d) A register of persons over the age of eighteen (18) years who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the Register once.

TURNING OUT MEMBERS AND GUESTS

40. (a) The Secretary, or an authorised employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the Club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; who hawks, peddles or sells any goods on the premises of the Club; who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant; who, for the purpose of prostitution, engages or uses any part of the Club premises, or who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the licensed premises that is a smoke-free area within the meaning of that Act.
- (b) If pursuant to this Rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorised employee or Officer of the Club, may at any subsequent time refuse to admit said person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises and such power to turn out or refuse entry may be exercised until such time as the matter that lead to said person being turned out or refused entry has been dealt with by the Board or six (6) weeks has elapsed, whichever is the sooner.

- (c) The persons who 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; and
 - (ii) Any person authorised in writing by the Secretary or the Board to exercise such powers.
- (d) The Secretary and any person exercising the powers referred to in this Rule may use or authorise such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.
- (e) The Secretary and any person who has exercised any of the powers referred to in this Rule shall within forty-eight (48) hours of using such powers make a report in writing, relaying the facts, matters and circumstances relating to the exercise of the powers.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

41. If any member shall refuse or neglect to comply with any of the provisions of the Constitution of the Club or the By-Laws thereof or be in the opinion of the Board, guilty of any conduct 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 him 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 his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Rule by notice in writing by a registered letter posted to his last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.
 - (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) 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.
 - (d) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board 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.
 - (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) Any member notified or any member proposed in accordance with this Rule to be notified, may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be held within one (1) month of the notification to the member of his immediate suspension.

RESIGNATION AND CESSATION OF MEMBERSHIP

42. (a) A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- (b) 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 or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under the Constitution or under the Act.
43. A right, privilege or obligation which the person has by reason of being a member of the Club is not capable of being transferred or transmitted to another person and terminates upon cessation of that person's membership.

BOARD OF DIRECTORS

44. The Board shall consist of a President, a Vice President, a Captain, and six (6) other Directors.
45. (a) The Board shall be elected annually at the Annual General Meeting of the Club.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but may in accordance with this Constitution be eligible for re-election.
- (c) A person shall not be elected to or hold office as a member of the Board unless he is a Full Playing Member, Elder Member or Life Member of the Club.
- (d) No member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or during the period of such suspension.
46. (a) A member shall be ineligible for election to the office of President if the member has held such office for five (5) consecutive years immediately prior to the Annual General Meeting at which the result of the annual election by ballot is declared.
- (b) A member shall be deemed to have fulfilled the requirements of this Rule immediately the ballot at which he was ineligible is declared. A member who is ineligible to be elected to the Board under the provisions of this Rule may be elected to a vacancy remaining at the Annual General Meeting or may be appointed to fill a casual vacancy on the Board at any time after the Annual General Meeting.

NOMINATION AND ELECTION OF THE BOARD

47. The Secretary shall call for nominations for election to the Board commencing not later than two (2) months prior to the Annual General Meeting. A notice calling for nominations shall be posted on the Club's Notice Board.
48. All nominations for the annual election must be lodged with the Secretary on or before the twenty-eighth (28th) day prior to the Annual General Meeting. Immediately nominations close, the Secretary shall place the names of each of the members nominated for office and their proposers on the Club's Notice Board.
49. Nominations for election to the Board shall be made by completing the appropriate nomination form which must be signed by two (2) Full Playing, Elder or Life Members of the Club who are entitled to vote and signed by the nominee. The nominee must indicate the office or offices for which he is being nominated. The proposer, seconder and nominee must be financial members of the Club at the time the nomination form is signed.
50. Members eligible for election to the Board may be nominated for more than one office providing that a separate nomination is submitted for each office and in the event of their being elected to the most senior office as shown below, shall be deemed to have been eliminated from candidature for election to the junior office. For the purposes of this Rule, the order of seniority of positions will be:
 - (a) President
 - (b) Vice-President
 - (c) Captain
 - (d) other Board members
51.
 - (a) 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.
 - (b) If the number of nominations is greater than the number of vacancies to be filled, an election by ballot of the members must take place.
52.
 - (a) The ballot shall be conducted and/or counted by:
 - (i) A Returning Officer and any Assistant Returning Officers appointed by the Board; or
 - (ii) The State Electoral Commissioner.
 - (b) A candidate for any position shall not be appointed as Returning Officer or as an Assistant Returning Officer.
53. The State Electoral Commissioner (or an officer within the meaning of the Public Sector Management Act 1988 authorised in writing by the Electoral Commissioner) shall conduct an election of the Board of the Club if:
 - (a)
 - (i) An application is made in writing to the Director of Liquor and Gaming by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and

- (ii) Notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
 - (b) An order is made by the Licensing Court as part of its determination in a matter of complaint against the Club; or
 - (c)
 - (i) On application by the Club to the Electoral Commissioner; and
 - (ii) Written notification of that fact is sent at the same time to the Principal Registrar of Liquor and Gaming.
54. The Returning Officer shall determine by lot the positions on the voting papers of all duly nominated candidates for the respective positions.
55. An election by ballot shall take place at the Clubhouse on such days and at such times as the Board shall determine provided that:
- (a) the election shall be conducted not less than seven (7) days and not more than twenty-one (21) days prior to the Annual General Meeting; and
 - (b) the election shall be held over at least three (3) days (which need not be consecutive days); and
 - (c) at least one day of the election shall be a Saturday.
56. (a) Voting forms shall be issued only by the Returning Officer or Assistant Returning Officers to members entitled to vote at an election of the Board.
- (b) The Returning Officer or Assistant Returning Officer issuing any voting form shall initial each such voting form prior to the form being issued.
- (c) Each voting form shall be signed for by the recipient.
57. The member voting shall mark the voting form so as to record their own vote or votes in accordance with the instructions outlined and will then deposit the completed voting form in the ballot box or boxes provided. Any voting form not completed in accordance with those instructions shall be rejected "as informal". In any case of suspected "informality" of a voting form, the matter shall be determined by the Returning Officer whose decision shall be final.
58. A candidate in any election may appoint as a scrutineer one (1) Full Playing, Elder or Life Member entitled to vote at the election provided such member is not a candidate at such election and such scrutineer so appointed may attend all stages of the ballot but shall not participate in the conduct of the ballot.
59. The ballot shall be conducted by the Returning Officer and/or Assistant Returning Officers who shall use their best endeavours to preserve the secrecy of the ballot and to ensure the proper and regular conduct of the ballot. Once the ballot has closed they will proceed with the examination and counting of the voting forms.
60. (a) On completion of the counting and examination of the voting forms, the Returning Officer shall post on the Club's Notice Board the results of the ballot.

- (b) The Returning Officer shall attend the Annual General Meeting and shall announce the number of votes received by each candidate for each respective office and the Chairman shall then declare such candidate or candidates receiving the highest number of votes, to be duly elected.
61. If no member nominates for the office of President, Vice-President or Captain or if insufficient members nominate for election as other members of the Board or if a member or members elected to such office(s) declare in writing before or at the Annual General Meeting that they are unable or unwilling to assume such office(s) then the members present at an Annual General Meeting may nominate and second a member or members present at the meeting to fill any such office or offices. If in such circumstances, the requisite number of nominations only are received the Chairman shall declare those nominated to be duly elected. If more nominations are received at the meeting than are required for the offices to be filled then an election by ballot of the members present shall be conducted.
62. A ballot conducted at a general meeting shall be conducted by the Chairman of the General meeting and the votes cast shall be counted by two (2) scrutineers appointed by the Chairman from amongst the members present. No candidate for election shall be appointed as scrutineers.
63. In the event of an equal number of votes in favour of two (2) or more of the candidates for any position at any election, the Chairman of the meeting shall draw lots between the tied candidates so as to ensure the election of the required number to office.

VACANCIES ON BOARD

64. Subject to the provisions of this Constitution the members in general meeting may, by Ordinary Resolution of which due notice has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by Ordinary Resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not been so removed.
65. The Office held by a Director of the Club shall be immediately deemed vacated:
- (a) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (b) If he becomes insolvent under administration or is convicted of a felony or misdemeanour or indictment.
 - (c) If he 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 he fails to declare the nature of his interest in a Contract or office or property as provided by the Act.
 - (e) If he 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 Secretary he resigns his office.
 - (g) If he ceases to be a member of the Club.

- (h) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
 - (i) If he becomes an employee of the Club.
 - (j) If he dies.
66. 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 next following Annual General Meeting but shall be eligible for re-election.

POWERS OF THE BOARD

67. The Board shall be responsible for the management of the business and affairs of the Club.
68. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Rules and to any regulations not being inconsistent with these Rules from time to time made by the Club in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such other members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed 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. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.
 - (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by this Constitution empowered to regulate by the creation of By-Laws;
 - (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 golf course;
 - (v) The upkeep and control of the golf 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; and
 - (x) Generally all such matters as are commonly the subject matter of the Club Rules or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) To enforce the observance of all Rules by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) 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.
 - (e) To secure the fulfilment of any Contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) 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.
 - (g) 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.
 - (h) 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.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as 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.

- (j) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a general meeting 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 being obtained.

- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.

 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers officers representatives, agents and servants or other employees in respect to permanent, temporary or special services as 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.

- (L) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

- (m)
 - (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 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 Rule, 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 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 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 by this Constitution, any 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.
 - (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
69. 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's Notice Board.

PROCEEDINGS OF THE BOARD

70. (a) The Board may meet together for the despatch 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 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.
- (b) The President shall preside at every meeting of the Board or if at any meeting he 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 shall elect their own chairman.
- (c) The quorum for meetings of the Board shall be six (6) members personally present.
71. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
72. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and 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.
73. 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 the number fixed by 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 at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.

74. 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.
75. 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 and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

76. Members of the Board of the Club and Top Executives of the Club are required to declare any Gift received from an affiliated body if the value of the Gift exceeds \$500. The declaration of the Gift must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the Gift.
77. (a) In accordance with the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any Gift received from a person or organisation that is a party to a Contract with the Club, including all parties supplying goods and/or services to the Club.
- (b) The Secretary of the Club shall:
- (i) Keep a 'Register of Gifts' received by members of the Board and by employees;
 - (ii) Each year, provide a copy of the Register of Gifts to the Director of Liquor & Gaming;
 - (iii) Provide a copy of the Register of Gifts to the Director of Liquor & Gaming on request by the Director; and
 - (iv) Make the Register of Gifts available for inspection by members of the Club on the written request of the member.
78. The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's license or from holding a financial interest in respect of a hotel.
79. (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the to the Board and holds a financial interest in a hotel, and in the case where a Top Executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.

80. (a) The Club shall not enter into a Contract with the Secretary of the Club, a Manager, or any Close Relative of the Secretary or Manager, or a company or other body in which any of these persons has a Controlling Interest. “Controlling Interest” in a company or body, shall mean if a person or person’s interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a Top Executive unless the proposed Contract has first been approved by the members of the Board.
- (b) The Club must not enter into a Contract with a member of the Board or a Top Executive of the Club, or with a company or other body in which such a member or Top Executive has a pecuniary interest, unless the proposed Contract is first approved by the Board of the Club.
- (c) Sub-Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant Contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Sub-Paragraph applies.
- (d) It shall be the duty of a member of the Board or a Top Executive to declare the nature of his interest in a Contract in writing, or at a Board meeting of the Club, prior to the approval of such Contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a Contract shall be counted in a quorum but shall not vote on any such Contracts or arrangements with the Club.
- (f) Before entering into a Contract, the Club shall make all reasonable inquiries to ensure that the provisions of Sub-Paragraphs (a) and (b) are not contravened.
- (g) When making any such inquiries as to whether a party to the proposed Contract is or is not a person, company or body referred to in Sub-Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed Contract (or, in the case of a company or other body that is a party to the proposed Contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
- (h) (i) The Club shall provide to the Director of Liquor and Gaming a copy of a Contract referred to in this Paragraph, or any other Contract to which the Club is a party that is prescribed by the Registered Clubs Act, within fourteen (14) days of entering such Contract. (The requirement to notify the Director of Liquor and Gaming of a Contract shall not include Contracts for the remuneration of a member of the Board, a Contract of employment, and Contracts relating to honorariums paid to members of the Board or employees of the Club.
- (ii) Failure to notify the Director of Liquor and Gaming shall not render a Contract void or illegal.

81. (a) A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board. If a declaration is made under this Paragraph at a meeting of the Board, the Club must cause particulars of the declaration (including the name of the member of the Board who made the declaration and the nature of the interest declared):
- (i) To be exhibited in a conspicuous position on the premises of the Club within forty-eight (48) hours after the declaration is made, and
 - (ii) To be so exhibited for a continuous period of not less than fourteen (14) days.
- (b) The Club shall, within one (1) month after the Annual General Meeting, lodge with the Secretary of the Liquor Administration Board, a copy of all particulars required to be exhibited in accordance with Sub-Paragraph (a) that have been declared during the period commencing on the day of the previous Annual General Meeting of the Club and ending on the day of the most recent Annual General Meeting.
82. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's Contract of employment with the Club.

GENERAL MEETINGS

83. (a) 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 close of the financial year.
- (b) All meetings of the general body of members other than Annual General Meetings shall be called Extraordinary General Meetings.
84. The Board may whenever it thinks fit convene a general meeting of the Club.
85. (a) The Board shall convene a general meeting on the request of not less than five percent (5%) of the members of the Club whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
 - (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of a general meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
86. At least twenty-one (21) clear days notice specifying the place day hour and business of a general meeting shall be given in the manner hereafter 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 who is entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.
87. Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.

PROCEEDINGS AT GENERAL MEETINGS

88. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the Profit and Loss Account, the Balance Sheet, and the Auditor's Report;

- (d) To elect the Board in accordance with this Constitution;
 - (e) To appoint an Auditor (if an Auditor is required due to resignation or dismissal);
 - (f) To approve honoraria or other extraordinary benefits (if any);
 - (g) To deal with any valid business of which due notice has been given;
 - (h) General business as provided for by this Constitution or as approved by the chairman.
89. The chairman of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
90. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
91. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
92. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. If a meeting is convened on the requisition of members there shall not be less than forty (40) members present and entitled to vote and at all other general meetings and at all Annual General Meetings the quorum shall be not less than twenty (20) members present and entitled to vote.
93. If within thirty (30) minutes from the time appointed for a general 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. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. 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.

94. The President shall be entitled to take the chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then a Vice-President shall take the chair provided that if a Vice-President is not present or is unwilling or unable to act then the members of the Board present shall elect a member of the Board to be chairman or in the absence of a member of the Board the members present shall elect one of their number to be chairman of the meeting.
95. (a) Every question submitted to a general meeting shall be decided by a show of hands (unless a poll is demanded by 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 poll may be demanded by:
- (i) The chairman; or
 - (ii) At least five (5) members present and entitled to vote; or
 - (iii) Members present in person and representing not less than five percent (5%) of the total voting rights of all members having the right to vote at the meeting.
- (c) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- (d) A demand for a poll may be withdrawn.
96. 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.
97. (a) The chairman of a general 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.
- (b) 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.
- (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.

98. 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.

FINANCIAL YEAR

99. The financial year of the Club commences on the first day of August and ends on the last day of July in each year.

ACCOUNTS AND AUDIT

100. (a) 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. Such accounts shall be presented to the Club members in general meeting once in every year and shall include a Profit and Loss Account made up to the end of the financial year and a Balance Sheet made up to the end of the financial year, and shall be accompanied by all documents required by law to be annexed thereto, including a Director's Report, and an Auditor's Report.
- (b) The Director's Report, in addition to the other statutory requirements, shall include:
- (i) The number of members of each class registered in the Register of Members at the date of the preparation of the Report;
 - (ii) The names of the members of the Board;
 - (iii) Disclosures, declarations and returns received by the Club required under the Registered Clubs Act during the reporting period;
 - (iv) The number of Top Executives of the Club (if any) whose remuneration for the reporting period (comprising salary, allowances and other benefits) falls within each successive \$10,000 band commencing at \$100,000;
 - (v) The name and remuneration during the reporting period of any employee of the Club who the Club is aware is a Close Relative of a member of the Board or of a Top Executive;
 - (vi) Details (including the main purpose) of any overseas travel during the reporting period by a member of the Board or an employee of the Club in the person's capacity as a member of the Board or employee, including the costs wholly or partly met by the Club for the member of the Board, employee and any other person connected with any such travel;
 - (vii) Details of any loan made during the reporting period to an employee of the Club if the amount of the loan (together with the amount of any other loan to the employee by the Club that has not been repaid) is more than \$1,000, including the amount of the loan and the interest rate;

- (viii) Details of any amount equal to or more than \$30,000 paid by the Club to a consultant during the reporting period, including the name of the consultant and the nature of the services provided;
 - (ix) The total amount paid by the Club during the reporting period to consultants, other than amounts required to be included in the report under the Sub-Paragraph above;
 - (x) Details of any settlement made with a member of the Board or an employee as a result of a legal dispute, unless the disclosure of such information would be in breach of any confidentiality provision agreed to by the Club;
 - (xi) Details of any legal fees paid by the Club on behalf of a member of the Board of the Club or on behalf of an employee of the Club;
 - (xii) The total amount of the profits (within the meaning of the Gaming Machine Tax Act 2001) from the operation of approved gaming machines in the Club during the gaming machine tax period (as defined under the Registered Clubs Act) relating to the reporting period; and
 - (xiii) The amount applied by the Club during the gaming machine tax period (as defined under the Registered Clubs Act) to community development and support under the Gaming Machine Tax Act 2001.
 - (xiv) The amount (if any) written off for depreciation and provisions.
 - (xv) The amount (if any) which the Board proposes to transfer to the Reserve Funds of the Club.
101. (a) The Board shall cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act;
- (b) The Board shall within forty-eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous place on the Club's Notice Board for a continuous period of not less than twenty-eight (28) days.
102. 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.
103. (a) Every member entitled to vote at general meetings shall be served personally or posted a copy of the Balance Sheet, Profit & Loss Account, Auditor's Report, and Directors' Report, accompanied by such statements that are required under the Act and Registered Clubs Act to be attached thereto, no later than four (4) months after the end of the financial year and provided that such date shall be at least twenty-one (21) clear days before the date of the general meeting at which the said accounts and reports are to be presented.

- (b) A member may indicate either orally or in writing the intention not to receive the annual accounts and reports as described in this Rule. Such notification shall be a standing request but may be revoked at any time. Such notice shall not relieve the Club of the obligation to give notice of general meetings to the member.
- (c) The Club shall within one (1) month after the annual general meeting lodge with the Liquor Administration Board a copy of the annual accounts and reports as described in this Rule.

AUDITOR

- 104.
- (a) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
 - (b) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
 - (c) An Auditor shall only be appointed when a vacancy exists in the position of Auditor.
 - (d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.
 - (e) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditors nominated.
 - (f) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.

APPLICATION OF FUNDS

105. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any member of the Club or other persons in return for any services actually rendered to the Club or reasonable and proper rent for premises demised or let by any member of the Club.

SECRETARY

106. (a) The Board shall appoint a Secretary on such terms and conditions as may be agreed upon by both parties.
- (b) At any time there shall only be one (1) Secretary of the Club.
107. In accordance with the Act and Registered Clubs Act, the duties of the Secretary shall include:
- (a) To conduct and manage the affairs of the Club under the direction of the Board;
- (b) To convene and attend all meetings of the members and of the Board, taking minutes of the business transacted thereat, and to enter same in the Minute Book;
- (c) To conduct, keep and produce the correspondence in connection with the Club;
- (d) To keep a Register of members and of Guests as required by the Registered Clubs Act;
- (e) To keep a register of Gifts received by members of the Board and employees as required by the Registered Clubs Act;
- (f) To keep such books and records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operating position and affairs;
- (g) To control the Notice Boards and to post all official notices in the Club;
- (h) To prepare and submit for the approval of the Board the Annual Report of the Club's affairs.
- (i) To perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution.

EXECUTION OF DOCUMENTS

108. The Club may execute a document (including a deed) if that document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

NOTICES

109. (a) A notice may be given by the Club to any member either personally or 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.
- (b) Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (c) If a member has not supplied to the Club an address for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.
110. Notice of every general meeting shall be given in the manner provided for by this Constitution to the Auditor for the time being of the Club.

INDEMNITY OF OFFICERS

111. Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

WINDING UP OF THE CLUB

112. The liability of the members of the Club is limited.
113. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he 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 ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Ten Dollars (\$10).
114. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall 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 such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

CONSTITUTION

115. (a) The Constitution may be altered or amended at a general meeting by Special Resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
116. 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 payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

CONDUCT OF CLUB

117. 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; provided that this Rule does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under the Registered Clubs act.
118. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
119. (a) All visible promotional and advertising matter relating to the facilities of the club must include a statement that is at least as visible as the promotional or advertising matter and is to the effect that the matter is for the information of the members and their guests.
- (b) All audible promotional and advertising matter relating to the facilities of the club must include a statement that is at least as audible as the promotional or advertising matter and is to the effect that the matter is for the information of the members and their guests.