

**Constitution of Gordon Golf Club Limited**

**ACN 001 045 478**

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**PRELIMINARY**

1. In these presents unless there be something in the subject or context inconsistent therewith:

**"The Act"** means the Corporations Act 2001 as amended. 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 this Constitution becomes binding on the Club shall have the meaning so defined.

**"The Registered Clubs Act"** means the Registered Clubs Act 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

**"The Club"** means the Gordon Golf Club Limited.

**"The Club Notice Board"** means a board designated as such within the Club premises.

**"The Board"** means the Board of Directors of the Club and its members are Directors of the Club within the meaning of the Act.

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

**"Officers"** include the President, Vice President, Captain, Secretary/Manager and such other directors as members of the Board but does not include the Auditor.

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**"Financial Member"** means an ordinary member who has paid the entry fee for membership to the Club and the annual subscription within 30 days of the due date for payment or within such further time as the Board shall in respect of any member or members allow and shall have paid all other moneys due to the Club within 14 days after formal demand has been made therefore in pursuance of a Resolution of the Board.

**"Ordinary Member"** means a person who is elected to membership of the Club in accordance with this Constitution and in compliance the Registered Clubs Act and shall include the following classes Full Playing Members, Category A Playing Members, Category B Playing Members, Category C Playing Members, Senior Playing Members, Intermediate Playing Members, Full Time Student Members, Non Playing Members, Social Members and such other classes as the Board may determine.

**"The Register"** means the register of Members to be kept pursuant to the Registered Clubs Act.

**"Secretary"** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, or Secretary/Manager, General Manager, Acting General Manager, Chief Executive Officer.

**"Month"** means calendar month.

**"Board"** shall mean the Board of Directors of the Gordon Golf Club Limited.

**"Board Member"** shall mean a Director of the Club.

**"Committee"** means a committee appointed by resolution of the Board authorising it to exercise such powers and authorities as are delegated to it pursuant to Clause 36.

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"By-laws" shall include Rules, Regulations and By-laws made by the Board from time to time pursuant to Article 41.

"Special Resolution" means a resolution passed by a majority of not less than 75% of such members as being entitled to vote do so in person or at a General meeting of which not less than twenty one (21) days notice specifying the intention to propose the resolution as a special resolution has been given.

Words importing the singular number also include the plural and vice versa words importing persons include corporations.

**INTERPRETATION**

2. A decision of The Board on the construction or interpretation of this constitution, or on any By-Laws or Rules of The Club made pursuant to this Constitution or on any matter arising there out, shall be conclusive and binding on all members of the Club subject to such construction or interpretation being varied or revised by the members of the club in general meeting or by the Supreme Court of New South Wales.

**MEMBERSHIP**

3. Subject to the rules of the Registered Clubs Act the number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act but the Board may resolve to limit the number of members or reduce the membership of the Club from time to time.
4. A person shall not be admitted to membership of the Club except as an Ordinary Member, Provisional Member, Life Member, Honorary Member or Temporary member. The Board may, subject to the rules of the Registered Clubs Act create such classes of members as it may determine from time to time and may define the rights

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and privileges and/or restrictions applicable to each class of members including fees payable by members by resolution of the Board.

5. The election of members shall be by the Board at a meeting duly convened or by the Election Committee if authorised by the Board to do so and a record shall be kept by the Secretary of the names of the members present and voting at such meetings The Board shall have power to make by-laws regulating all matters in connection with the election of members not otherwise provided by this Constitution.
6.
  - (i) No person shall be admitted to membership of the Club unless they have signed a nomination form. The nomination form shall set out the full name and address of the nominee and shall be in proper form and contain such particulars as are from time to time prescribed by the Registered Clubs Act and shall be signed by the nominee. The nomination form shall be lodged with the Secretary of the club who shall forthwith cause the same to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than 14 days A continuous period of 14 days shall lapse between the proposal for election and the election of the applicant.
  - (ii) The applicant may be admitted to the club as a provisional member under the membership class applied for pending the approval of the application. The provisional member will be entitled to only those rights and privileges as determined by the Board from time to time.
7. The Board 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 shall not be entitled to any refund or reduction of any entrance fee or subscription paid by or payable by the member for the current financial year.
8. The Board when approving a nomination for membership may do so upon such terms and conditions as it may see fit including providing for the payment of an entrance fee and subscriptions. Upon such terms and conditions imposed by the Board being

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observed by the nominee, the person shall become a member of the Club of the class determined by the Board and will be bound by the Constitution and by-laws of the Club and any amendments made there to. The Secretary shall upon the Board approving a nomination notify the nominee of their election and of any conditions attaching thereto and also advise the nominee that a copy of the Constitution of the Club will be made available upon request. In the event of any nomination not being approved, or where a nomination has been approved subject to conditions which have not been observed by the nominee, any money lodged by the applicant shall be returned promptly.

- 9.** Any nominee elected during the financial year to any class of membership shall in respect of that financial year pay the pro rata amount due for the remainder of the financial year or any other amount as the Board may determine.
- 10.** The entrance fees, 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 members shall be not less than Two Dollars.
- 11.** Subscriptions shall be paid in advance on such terms and conditions as the Board may determine in accordance with the Registered Clubs Act.
- 12.** If the subscription of any member shall not be paid within a period of 30 days from the date upon which it shall fall due under Clause 11, the defaulting member shall be debarred from all privileges of membership and the member's name shall be removed from the register of members by the Board and the member shall be disqualified by the Board from all club competitions in which the member is otherwise participating unless the Board allows such further time for payment on proper application setting out the grounds for such extension of time.

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**PATRONS**

13. Patrons may be appointed by the members at an Annual General Meeting, provided that any nomination for Patron of the Club has been recommended by the Board and they shall thereupon be deemed to be Honorary Members of the Club.

**FOUNDATION MEMBERS**

14. All Ordinary members of the Club who were members of Gordon Golf Club on the 26th of July 1972, and who have continued to be members of that Club since that date shall be deemed to be Foundation Members of the Club.

**LIFE MEMBERS**

15. Any member who has rendered long and meritorious service to the Club and to the wider community may be elected as a Life Member of the Club. Provided the Board has recommended such nomination and that the member shall be elected by a majority of members present and eligible to vote at the Annual General Meeting of the Club. Any such vote shall be by secret ballot only. Such Life Member on election shall enjoy all rights and privileges of a playing Member but shall only have to pay a nominal fee as determined by the Board from time to time.

**PLAYING MEMBERS**

- 16.
- (i) **Full Playing Member** means those ordinary members who have attained the age of 18 years and whose annual subscription is not less than the maximum annual subscription payable for membership of the Club as fixed by the Board from time to time and who as a consequence of their election to membership

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have rights at all material times to the Club's facilities and the Club's golf competitions.

- (ii) **Category A Playing Member** means those ordinary members who have attained the age of 18 years and whose annual subscription is less than that of a full playing member as fixed by the Board from time to time and who have rights to the Club's facilities at all material times but who as a consequence of their election to membership are only permitted to play in such competitions as determined by the Board from time to time.
- (iii) **Category B Playing Member** means those ordinary members who have attained the age of 18 years and whose annual subscription is less than that of a full playing member as fixed by the Board from time to time and who have rights to the Club's facilities at all material times but who as a consequence of their election to membership are only permitted to play in such competitions as determined by the Board from time to time.
- (iv) **Category C Playing Member** means those ordinary members who have attained the age of 18 years and whose annual subscription is less than that of a full playing member as fixed by the Board from time to time and who have rights to the Club's facilities at all material times but who as a consequence of their election to membership are only permitted to play in such competitions as determined by the Board from time to time.
- (vi) **Senior Playing Member** means a playing member who has accumulated 90 membership points, based on one point for each year of the member's age and one point for each year of continuous membership. Senior Playing Members will have rights and privileges at all material times to the facilities and services of the club as determined from time to time by the Board.

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(vii) **Intermediate Playing Member** means those ordinary members who have attained the age of 18 to 21 years and whose annual subscription is less than that of a full playing member as fixed by the Board from time to time and who have rights to the Club's facilities at all material times but who as a consequence of their election to membership are only permitted to play in such competitions as determined by the Board from time to time.

(viii) **Full Time Student member** means those ordinary members who have attained the age of 18 years and are studying full time in an approved tertiary course and are not fully employed and whose annual subscription is less than that of a full playing member as fixed by the Board from time to time and who have rights to the Club's facilities at all material times but who as a consequence of their election to membership are only permitted to play in such competitions as determined by the Board from time to time.

**HONORARY MEMBERS**

**17.**

- (i) the patron or patrons for the time being.
- (ii) Any prominent citizen or local dignitary visiting the club for some special occasion.

**NON-PLAYING MEMBERS**

**18.** Playing Members may on application to the Board elect to be transferred to this category of membership. Non Playing Members will have rights to the Club's facilities at all material times but who as a consequence of their election to this membership are only permitted to play in such competitions as determined by the Board from time to time.

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**SOCIAL MEMBERS**

19. Any person who is admitted to this class of membership shall enjoy the full use of the Club House and its facilities but shall not be entitled to take part in any game of golf organised by the Club as a competition until they elect to be transferred to the appropriate class of playing membership, and the Board so approves, at which time they shall cease to be a Social Member.

**JUNIOR MEMBERS**

**20.**

- (i) Any person over twelve and under eighteen years of age being a son or daughter of a member may be admitted as a junior member.
- (ii) Any person within the ages aforesaid not being the son or daughter of a member may be admitted as a junior member on the same terms as aforesaid upon a written undertaking of a member who shall be responsible for the annual subscription and good behaviour of such junior member.
- (iii) Junior members shall have the privilege of playing over the course or parts thereof subject to such conditions and restrictions as the Board may from time to time impose
- (iv) Junior members may use such portion of the Club House as defined under the Registered Clubs Act or as the Board may from time to time determine. No liquor shall be sold or supplied to any junior member under the age of eighteen years and a junior member under the age of eighteen years shall not play or operate any poker machine or other gambling device on the Club premises.

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- (vi) Upon a junior member attaining the age of eighteen years such member shall elect to be a member of one of the relevant classes of playing membership.

**TEMPORARY MEMBERS**

**21.** The following may be admitted as temporary members of the Club:

- (i) A visiting member of another golf club, affiliated with the NSW Golf Association or the NSW Women's Golf Association for the duration of the day on which they take part in any match, game or competition played on the Gordon golf course.
- (ii) Any interstate or overseas visitor, or visitor residing at a centre situated not less than 48 kilometres from the Gordon Post Office, for the duration of such visit or three months, whichever should expire first.
- (iii) Members of social golf clubs, which have no golf course of their own, visiting Gordon Golf Club for the purpose of playing a match or competition amongst themselves, for the day of such match or competition, provided that prior arrangements are made in writing and signifying the approximate number of players taking part in any such match or competition.
- (iv) Members of registered social and service Clubs visiting Gordon Golf Club for the purpose of playing a match or competition amongst themselves.

A Temporary Member shall be entitled only to the social privileges of the Club and to play golf and such other games, recreations and pastimes as determined by or on the invitation of the Board from time to time.

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**REGISTER OF MEMBERS**

- 22.** The following registers shall be kept in accordance with the Registered Clubs Act
- (i) The full name, occupation and address of each member and the date on which they paid the annual membership fee.
  - (ii) The full name and address of each honorary member and each temporary member and the date upon which the membership period commences and ends.
  - (iii) In the case of a person of or above the age of eighteen years who enters the Club premises as a guest of a member, the day on which the person enters the Club premises, the full name or surname and initials, the address of the guest, the date and signature of the member.

**RESIGNATION**

- 23.** (i) A member may at any time by giving notice writing to the Secretary resign his membership of the Club but shall continue to be liable for any annual subscription and all arrears thereof due and unpaid at the date of his resignation. One calendar month's notice of resignation must be given prior to the expiration of any financial year; otherwise such member shall be and remain liable for the ensuing year's subscription.
- (ii) Should any member who has paid an Entrance Fee on joining the Club resign and subsequently apply for membership within a period of two years from date of the said resignation and be re-elected as a member of the Club, that member shall not be required to pay a further Entrance Fee unless at the time of re-election the Entrance

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Fee then applicable shall be greater than the Entrance Fee paid when previously becoming a member of the Club in which case the person shall be required to pay the difference between the Entrance Fee applicable at the date of re- election and the Entrance Fee payable when previously elected a member of the Club.

**SUSPENSION AND EXPULSION**

24. (i) If any member shall willfully refuse or neglect to comply with 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 shall render the person unfit to be a member, the Board shall have power to reprimand or suspend for such period as it considers fit, accept the resignation of, or expel such member, and erase the member's name from the register, or impose such other or additional qualifications, restrictions, stipulations or conditions as the Board shall decide.
- (ii) No member shall be reprimanded, suspended, expelled or otherwise dealt with by the Board unless such member shall by Notice in Writing posted to the member's last known address or by delivering such notice to the member personally, be first notified of the charge or charges or complaint at least seven clear days before the meeting of the Board at which such charge or charges or complaint are to be heard The member charged shall be entitled to attend the hearing for the purpose of answering the charge or charges or complaint.
- (iii) The voting by the members of the Board present shall be by secret ballot and no motion by the Board 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 the member fails to attend at the time and place mentioned without reasonable excuse the charge or complaint shall be heard and dealt with and the Board will decide on the evidence before it, the member's absence

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notwithstanding Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision The Board may at its discretion order the refund of any subscriptions or any part thereof to any member during the current financial year in which the member shall be expelled or suspended.

- (iv) No action taken by the Board pursuant to this Article, nor the contents of any notice forwarded or delivered to a member, nor any complaint made against a member or on the members appearance before the Board, shall give rise to any action at law against the Club or Board member or members or a member of the staff of the Club in respect of the contents of the notice or any statement made during a member's attendance before the Board, or during the member's absence, or any correspondence regarding the matter referred to the Board either before or after the member's attendance and all action taken by the Club or any member of the Board or a member of the Club's staff pursuant thereto shall at all times be deemed to be the subject of privilege.
  
- (v) Notwithstanding anything hereinbefore provided, the Board shall have power to re- open a hearing where further facts are brought to its attention and the Board considers that such further facts are sufficiently material to have influenced its decision had it been aware of such facts at the original hearing.

**CESSATION OF MEMBERSHIP**

- 25. Every person ceasing to be a member of the Club shall ipso facto forfeit all rights to or claims upon the Club which the member would have had by reason of Membership and in no case is membership transferable.

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**GUESTS**

26. (i) A guest accompanied by a member may on their name being duly entered in the Register of Members have the use of the Club amenities. No member shall introduce a guest or guests more frequently than may for the time being is provided by By-Laws and the Registered Clubs Act.
- (ii) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (iii) The Board shall have power to make By-Laws from time to time regulating the attendance of guests at the Club.
- (iv) No guest shall be supplied with refreshment or intoxicating liquor on the Club premises unless on the invitation and in the company of a member.

**BOARD**

27. (i) Subject as herein provided, the business and general affairs of the Club shall be under the management of the Board consisting of seven members who shall be elected annually by the members in accordance with this Constitution. However, a member cannot hold the office of President for more than five consecutive annual terms in anyone period of time.
- (ii) The Board shall consist of a President, Vice President, Captain, and four ordinary directors.
- (iii) No Member shall be elected to the Board, unless such Member has been a Full Playing Member, Category A Playing Member, Senior Playing Member or Life Member for a continuous period of two years in any of the aforementioned membership categories.

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- 28.** The Board shall meet once in each calendar month (hereinafter called the "Regular Monthly Meeting") for the transaction of business or when it deems it necessary 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 to be provided for that purpose. The President shall preside at every meeting of the Board as Chairman or, if at any meeting the President is not present or is unwilling to act as Chairman, the Vice-President shall act as Chairman of the meeting. If the Vice-President is not present or being present is unwilling to act as Chairman, then the members of the Board present may elect their own Chairman. The Chairman shall in any case where the voting is equal have a casting vote as well as a deliberative vote. The quorum for meetings of the Board shall be five members personally present.
- 29.** The President may at any time and the Secretary/Manager upon the request of a majority of the members of the Board shall convene a special meeting of the Board.
- 30.** Subject to the provisions of this Constitution, the members in General Meeting may by special resolution remove any member or members of the Board whomsoever or the whole of the Board before the expiration of their 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 in whose place the member is appointed would have held office if the person had not been so removed.
- 31.** The office of President, Vice-President, Captain, or any other Director of the Board shall ipso facto be vacated.
- (i) If the person becomes bankrupt or suspends payment or compounds with creditors or is convicted of a felony or misdemeanor or on indictment.
  - (ii) If the person be an insane patient or insane person or incapable person within the meaning of the Mental Health Act 1958.

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- (iii) If the person is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his office be vacated.
- (iv) If by notice in writing to the Club the person resigns their office.
- (vi) If the person becomes prohibited from being a Member of the Board by reason of any order made under the Corporations Act 2001, the Registered Clubs Act or the Crimes Act.
- (vii) If the person ceases to be a Financial or Life Member of the Club.

**32.** No officer shall be disqualified by reason of their holding office from contracting with the Club either 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 officer shall be in any way interested be avoided, nor shall any officer 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 officer holding that office or of the fiduciary relationship thereby established, but in accordance with the provisions of Section 123 of the Act, it shall be the duty of the officer to declare the nature of the officer's interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting. In the case of a proposed contract, such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if the officer was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after the officer becomes interested. A general notice given to the Board by an officer to the effect that the officer is a director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangements. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any

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loan to the Club merely by reason of the fact that the officer has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan. Any Director making a declaration of interest to the Board in any contract with the Club as above provided shall not vote when the question comes before the Board for decision, and if the Director does vote then such vote shall not be counted. Particulars of the declaration stating the name of the member of the Board and nature of the interest shall be exhibited on the Notice Board in the Club House within 48 hours of the declaration and be exhibited for a continuous period of 14 days.

**ELECTION OF MEMBERS OF THE BOARD**

- 33.** (i) Nomination for election to the Board shall be made in writing, signed by two members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and shall be delivered to the Secretary of the Club not less than 14 days before the date fixed for the Annual General Meeting. The nominee proposer and seconder shall be financial members at the time the nomination is signed.
- (ii) A member may be nominated for more than one office but the election shall take place in the following order President, Vice President, Captain and Ordinary Directors. On any nominee being elected to office their nomination for any other office shall be deemed to have been withdrawn.
- (iii) If there is not a nomination for the office of President or Vice President or Captain or if a person or persons nominated for such office declare at the Annual General Meeting orally or in writing that they are unwilling to stand for that office or if the number of members required for the election as members of the

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Board are not nominated, the members at such Annual General Meeting may propose and second orally ordinary members to fill any such office or offices subject to Clause 27 (ii) and 27 (iii) . If there be more than the required number nominated for election, an election by secret ballot shall take place but if there be only the requisite number, the Chairman shall declare those nominated to be duly elected.

- (v) If More than the required number of candidates are nominated for any position on the Board, elections by secret ballot shall be held for the positions.
- (vi) The Returning Officer for such ballot shall be appointed by the Board and shall be the Secretary/Manger or a member eligible to attend and vote at a general meeting of the club. The Returning officer shall not be eligible to stand for election to the Board of Directors.
- (vii) The draw for positions on any ballot paper shall be carried out by the Returning Officer and 2 members of the club who are eligible to attend and vote at a general meeting of the club, who are not candidates or members of the Board. Candidates may elect to attend the draw. The draw shall be conducted within 2 Days of the close of nominations.
- (viii) The Ballot shall be conducted in the following manner
  - a) A ballot paper showing separately the Surnames and given name of the nominees for each office in

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respect of which an election is necessary shall be printed.

- b) The voting roll for the election and register of members eligible to attend and vote at the Annual General Meeting shall close 21 days prior to the date set for the Annual General Meeting. Each member of the club entitled to attend and vote at a general meeting of the club may vote by attending the registered office of the club during such hours as specified by the Board for the purpose of registering their vote. Voting will commence on a date not more than ten (10) days prior to the date of the Annual General Meeting and extend until a date two (2) days prior to the Annual General Meeting.
- c) Each member entitled to vote will have his name recorded so having voted against the voting roll and will be handed the ballot paper(s) initialed by the returning officer or his duly nominated representative.
- d) The member shall mark the ballot paper by placing a cross next to the required number of officers.
- e) The method of counting the votes for candidates for election to the Board shall be first past the post with each cross marked against a candidate counting as 1 vote.
- (f) The Ballot shall be counted by the Returning Officer and in the presence of 2 or more scrutineers of which 2 shall be appointed

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by the Board. A candidate for any position shall not be a scrutineer. Candidates may elect to appoint 1 additional scrutineer. The Returning officers decision on the validity or formality of a ballot paper shall be final and conclusive.

- (g) In the event of an equal number of votes in favour of two or more candidates, the chairman of the meeting shall draw lots between those candidates having an equal number of votes so as to ensure the election of the necessary number to fill the vacancies.
- (h) A member shall not attend and vote as proxy of another in elections for the Board or for any other purpose.
- (i) Financial Ordinary Members and Life Members shall be the only members entitled to vote in the election of the Board of Directors.

**VACANCIES ON BOARD**

- 34.** If the office of any officer becomes vacant the Board shall within a period of three calendar months of such vacancy occurring appoint a successor to that office to hold that office until the next Annual General Meeting.

**POWERS OF BOARD**

- 35.** The management of the business of the Club shall be vested in the Board. The Board may exercise all such powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do, including the exercise of all such powers and making of all such applications to the Licensing Court, or under the

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Registered Clubs Act as authorised by statute 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 of these presents and to any regulations not being inconsistent with these presents 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.

- 36.** The Board may delegate any of its powers to a committee consisting of such members of the Board and/or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committees 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 of the Club or his nominated representative may be an ex officio member of all such committees. The President and Captain of the Women's Golf Committee shall also be automatically appointed to any such committee. The meetings and proceedings of any committees consisting of two 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 any regulations made by the Board under this clause.
- 37.** The Board may from time to time at its discretion borrow or secure the payment of any sum or sums of money for the purposes of the Club, provided such sum does not exceed \$100,000 or such other amount as the Club shall determine. The term "secure" shall be deemed to include a charge over real estate including a lease.
- 38.** The Board may raise or secure the payment or repayment of such monies in such manner and upon such terms and conditions in all respects as it may think fit and in particular by the issues or sale of bonds, perpetual or redeemable debentures or debenture stock, or other obligations of the Club whether perpetual or otherwise and

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payable to bearer or otherwise and either without security or secured by deposit or pledge of the securities or properties of the Club or by mortgage, bills of exchange or promissory notes or other instruments or in any other manner and, if considered advisable for any such purpose, the Board may charge, assign and convey as security all of any of the Club's property and assets both present and future.

- 39.** Bonds, debentures, debenture stock and other securities or obligations may be made assignable, free from any equities between the Club and the person to whom the same may be issued.
- 40.** The appointment, discharge and arrangement of the duties and powers of the Secretary/Manager shall be the responsibility of the Board having regard to the job specifications set out in the Club Managers' State Award, which shall determine the remuneration and terms and conditions of employment of such Secretary /Manager.

**RULES (OR BY-LAWS)**

- 41.** The Board may from time to time make, alter and repeal all such by-laws as it may deem necessary or expedient for the proper conduct and management of the Club or any way in relation thereto and in particular but not exclusively it may by by-law regulate:
- (i) Such matters as it is specifically empowered to do by this Constitution.
  - (ii) The general management, control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The control and management of all competitions.
  - (vi) The conduct of members.
  - (vii) The privileges to be enjoyed by members.
  - (viii) The relationship between the members and Club staff.

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(ix) And generally all such matters as are commonly the subject matter of Club Rules or by-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

**42.** Any by-laws made under this Constitution shall come into force and have the full authority of a by-law of the Club on being posted upon the Club Notice Board.

**GENERAL MEETINGS**

**43.** A General Meeting to be 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 within three months of the close of the financial year.

**44.** The Board may whenever it thinks fit convene a Special General Meeting and it shall, on the request of not less than 5% of members of the Club having at the date of the deposit of the request at the office of the Club a right to vote at General Meetings of the Club, forthwith proceed to convene a Special General Meeting of the Club and in the case of such request the following provisions shall have effect.

(i) The request must be in writing and state the objects of the meeting and must be signed by the members and deposited at the office and may consist of several documents in like form each signed by one or more of the members, provided that a complete copy of any resolution or resolutions proposed to be submitted to the meeting by the members making the request shall be delivered not less than 30 clear days before the day appointed for the meeting to the Secretary/Manager, who shall immediately cause a copy thereof to be affixed in a prominent place in the Club where it shall remain affixed until the day of the meeting.

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- (ii) The Board must call the meeting within 30 days from the date of the request being so deposited.
- (iii) Any meeting convened under this Clause shall be convened in the same way –so far as possible – in which general meetings of the Club are called and shall be subject to any provisions of the Act that apply to General Meetings.
- (iv) The Board, in its discretion, may pay any reasonable expenses incurred by the members in convening the meeting.

**45.** Financial Ordinary Members and Life Members shall be the only members entitled to attend and to vote at General Meetings of members of the Club. Each such member in attendance shall have one vote.

**46.** Subject to the provisions of the Act relating to special resolutions, 21 days notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) 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 mentioned to all members but the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

- 47.** The business of any Annual General Meeting shall be
- (i) To confirm the minutes of the previous Annual General Meeting of the club.
  - (ii) To receive and consider the statements and reports referred to in Clause 55.
  - (iii) To elect the Board.
  - (iv) To Appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor.

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- 48.** 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 at all Annual General Meetings and all General Meetings shall not be less than 20 members present and entitled to vote.
- 49.** If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day during the next week at the same time and place or to such other day, time and place as the Board may by notice to the members appoint, but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present, the members who are then present shall constitute a quorum for the purpose of this Constitution and may transact the business for which the meeting was called.
- 50.** The President shall be entitled to be the Chairperson at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, then the Vice-President shall act as Chairperson. If the Vice-President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, then a member of the Board as determined by those Directors present at the meeting shall act as Chairperson. If no Director who is present at the meeting is willing to take the chair, then the members present at the meeting may determine an ordinary member to act as Chairperson.
- 51.** Every resolution submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the Chairperson shall have a casting vote. A member may not appoint another person as a proxy to vote on any question submitted to a General Meeting or Special General Meeting.

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- 52.** At any General Meeting a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without the need for proof of the number or proportion of votes recorded in favour of or against such resolution.
- 53.** The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the same 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.
- 54.** Minutes of all resolutions and proceedings at General Meetings shall be made in a book provided for that purpose and any such Minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the next succeeding meeting and if purporting to be so signed shall be received as evidence of the facts therein stated without the need for further proof.

**ACCOUNTS AND AUDIT**

- 55.** The Board shall cause proper accounts and records to be kept with respect to all monetary and all other transactions of the Club in accordance with the Act and the Registered Clubs Act.
- 56.** The Board shall from time to time subject to the Act determine whether and to what extent and at what times and places and under what conditions or regulations the books of the Club or any of them shall be open to the inspection of members and no member shall have the right of inspecting or taking any copy of or extract from any

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account or book or document of the club except as conferred by statute or authorised by the Board or by a resolution of the members in a general meeting of the club.

- 57.** The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within three (3) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to section 314 of the Act are to be laid before the Annual general Meeting in respect of the financial year ending on the thirty first day of December immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Reports of the Club.
  - (b) a copy of the Director's Report: and
  - (c) a copy of the Auditor's Report on the Financial Reports of the Club.
- 58.** A statement in relation to each aspect of the Club's activities, including receipts and payments made by the Club, shall be prepared and submitted to a meeting of the Board at intervals of not more than three months. Each period of three months shall be calculated from the date of the previous statement. Such statement shall be displayed in a conspicuous position in the Club House within two (2) days of it having been presented to the Board together with a copy of any resolution passed by the Board in relation thereto. The statement must be displayed for a continuous period of not less than 14 days.
- 59.** The financial year of the Club shall commence on the first day of January and end on the last day of December in each year.
- 60.** Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

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**NOTICES**

- 61.** A notice may be served by the Club upon any member either personally or by sending it through the post in a pre-paid letter envelope or wrapper addressed to such member at the member's place of address shown in the Register of Members (hereinafter called "the registered place of address") or by leaving it in an envelope or wrapper addressed as aforesaid at the member's registered place of address. Provided that notice of an Annual General Meeting or a Special General Meeting may be given by notice in writing containing all necessary information and particulars of any resolutions proposed to be submitted to the meeting and affixing such notice in a prominent position in the Club House and, in addition at the discretion of the Board, by publication on at least one occasion in a Metropolitan daily newspaper or in a local newspaper circulating in the Municipality of Ku-ring-gai not less than 21 days before the day appointed for the meeting.
- 62.** Any member whose registered place of address is not in the Commonwealth of Australia may from time to time notify in writing to the Club an address in the Commonwealth of Australia which shall be deemed to be the member's registered place of address within the meaning of Clause 61.
- 63.** As regards those Members who have no registered place of address in the Commonwealth of Australia, a notice posted up in the Club premises shall be deemed to be well served on such Members at the expiration of 24 hours after it is so posted up.
- 64.** Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing same is posted and in providing such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office or

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some postal receptacle. A certificate in writing signed by the Secretary or other officer of the Club that the letter envelope or wrapper containing the notice was so addressed and posted shall be prima facie evidence thereof.

- 65.** Any notice or document sent by post, whether by posting it at a post office or in some postal receptacle, to or left at the registered address of any member in pursuance of these: presents shall, notwithstanding such member be then deceased and whether or not the Club has notice of the member's demise, be deemed to have been duly served and shall be deemed a sufficient service of such notice or document on the member's heirs, executors or administrators.
- 67.** The signature to any notice to be given by the Club may be written or printed.
- 68.** Where a given number of days notice or notice extending over any period is required to be given, the day of service and the day of receipt in the normal course of post shall be included in the calculation of days stipulated.

**INDEMINITY OF OFFICERS**

- 69.** (i) Every person who is an officer or Auditor of the Club may, if the Board so determines, be indemnified to the maximum extent permitted by law out of the assets of the Club against any liabilities for costs and expenses incurred by that person in that person's capacity as an officer or auditor:
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted; or

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- (b) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Act 2001 by the Court.
  
- (ii) Every person who is an officer (as defined in Section 241 of the Corporations Act 2001) or any auditor of the Club may, if the Board so determines, be indemnified to the maximum extent permitted by law out of the assets of the Club against any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith.
  
- (iii) The Club may pay a premium for a contract insuring a person who is an officer or auditor of the Club against a liability:
  - (a) incurred by that person as such an officer which does not arise out of conduct involving a willful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Corporations Act 2001; and
  - (b) for costs and expenses incurred by that person in defending proceedings, whether civil or criminal, and whatever their outcome .

**GOLF COMPETITIONS**

- 70.** The Board shall arrange and control all competitions and matches and their decision on all points connected therewith shall be final. The Rules of the game of Golf as adopted from time to time by the Royal and Ancient Golf Club of St Andrews, except insofar as they are or may be modified by the relevant bodies controlling for the time

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being the game of golf in New South Wales, and by the By-Laws and Local Rules of the Club shall be the Golf Rules of this Club.

- 71.** No Member of any class shall compete for any prize whilst they shall be more than one calendar month in arrears as to any money due to the Club Penalty for any breach of this Clause shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any member from this penalty.

**LIQUOR AND GAMBLING**

- 72.** (i) Liquor shall not be supplied or sold or be permitted to be supplied or sold, except as defined in the conditions of the Club's Certificate of Registration.
- (ii) Liquor shall not be sold or supplied to any person less than eighteen (18) years of age.
- (iii) No Gambling activities shall be permitted to take place on the premises except for those permissible under the conditions of the Clubs Certificate of Registration or allowed under the Registered Clubs Act.
- (iv) No person under the age of eighteen (18) years shall be permitted to gamble or make use of any gambling device on club premises.

**GENERAL**

- 73.** No payment or part of the remuneration of the Secretary/Manager or other servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- 74.** The Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and, without limiting the generality of the Clause, with special reference to section 30(1) of the Registered Clubs Act and any Acts amending the same and, to the extent that any provisions of this Constitution shall be in conflict or

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inconsistent with the provisions of the Registered Clubs Act, that Act shall prevail to the extent of the conflict or inconsistency.

- 75.**
- (i) The Club is a company limited by guarantee The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated and no payment of any dividend or distribution of profits or income shall be made to the members.
  - (ii) No member or employee of the Club shall derive directly or indirectly any profit, benefit or advantage, or any profit, benefit or advantage that is not offered equally to every member.
  - (iii) No payment shall be made directly or indirectly to any member or employee of the Club 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, provided that nothing herein contained shall prevent the payment by way of honorarium to any officer or member of the Club for services actually rendered to the Club, provided such honorarium is approved by the members at the next ordinary general meeting.