

I, Andrew Terry, General Manager of New Brighton Golf Club Limited certify that this and the following 32 pages is a true and correct copy of the Constitution of New Brighton Golf Club Limited as amended by a Special Resolution at the Club's Annual General Meeting held on 27 October 2010.

.....
Andrew Terry
Chief Executive Officer

.....
Date

**Corporations Act
Public Company Limited by Guarantee
and not having a share capital**

**CONSTITUTION
Of
NEW BRIGHTON GOLF CLUB LIMITED**

ACN 000 032 137

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NAME

1. The name of the Company (hereinafter “the **Club**”) is
“**NEW BRIGHTON GOLF CLUB LIMITED**”

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

Act means the *Corporations Act 2001 (Cth)*.

Annual General Meeting means the General Meeting held each year as required by this Constitution.

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

Club means the abovenamed Company.

Club Licence means a club licence held by the Club under section 10 of the Liquor Act.

financial member means any Full Member who has paid all money payable by him or her to the Club by the due date for payment thereof.

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

Gaming Machines Act means the *Gaming Machines Act 2001 (NSW)*.

General Meeting includes Annual General Meeting.

Liquor Act means the *Liquor Act 2007 (NSW)*.

Month means calendar month.

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

Officers means the President, Vice President, Captain, Honorary Treasurer and ordinary members of the Board but does not include the Auditor.

Registered Clubs Act means the *Registered Clubs Act 1976 (NSW)*.

Secretary includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

Special Resolution has the meaning as defined in the Act.

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

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

In writing and **written** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to that 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.
5. Unless the context otherwise requires:
 - (a) expressions defined in the Act, Registered Clubs Act and Liquor Act shall have the meaning so defined;
 - (b) singular includes the plural and vice versa;
 - (c) masculine includes the feminine and vice versa; and
 - (d) When any provision of a statute or regulation is referred to the reference is to that provision as modified by any law for the time being in force.
6. Headings and the index are included for convenience only and do not form part of this Constitution.

OBJECTS

7. The objects for which the Club established are:
 - (a) To promote and conduct the game of golf and such other sports, amusements and entertainments, pastimes and recreations as the club may deem expedient.
 - (b) To promote social intercourse between members of the Club and between the Club and other clubs.
 - (c) To construct, establish, provide, maintain, and conduct such golf courses, playing areas, grounds and facilities as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other building containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.
 - (d) To acquire by, purchase, lease or other means and hold any lands or buildings, freehold or leasehold property or any easements, rights or privileges, real or personal which the Club may think requisite for the purposes of or capable of being used in connection with any of the objects of the Club and to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account, licence or otherwise deal with all or any part of the property or rights of the Club, subject to the Registered Clubs Act or any legislation amending or replacing the said Act.
 - (e) To construct maintain and alter any buildings necessary or convenient in furtherance of the Club's objects.

- (f) To carry out any work on the land or building of which the Club stands possessed for the purpose of furthering the Club's objects.
- (g) In furtherance of the Club's objects to raise money by entrance fee, subscriptions and otherwise.
- (h) To promote and hold either alone or jointly with any other association, Club or persons, golf meetings, competitions, matches and other sports, and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses, whether for members or other persons, and to promote give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club, or to the cost of holding or promotion of which the Club may have subscribed out of its income or property and which, under the regulations affecting the said game, match, sporting event or competition, may be awarded to him.
- (i) To subscribe to become a member of and co-operate with any other Club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of this Club.
- (j) To establish promote or assist in establishing or promoting and to subscribe to or become a member of any other association or Club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club provided that no subscription to be paid to any such other association or Club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- (k) In furtherance of the objects of the Club to buy, prepare, make, supply, sell and deal in all kinds of equipment and all apparatus used in connection with the sport of golf and other sports and pastimes; and all kinds of liquors provisions and refreshments required or used by the members of the Club or other persons frequenting the grounds, clubhouse or premises of the Club, subject however, to the provisions of the Liquor Act as amended, and the Registered Clubs Act, as amended.
- (l) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bill of exchange, debentures or other transferable or negotiable instruments of any description.
- (m) To borrow or raise and secure the payment of money in such manner as the Club shall think fit, in particular by the issue of debenture or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or payoff any such securities.
- (n) To lend money to persons or companies and on such terms as may seem expedient and to carry on business of guarantors and to guarantee, or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property, both present and future.
- (o) To indemnify any person or persons, whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such personal persons mortgages, charges or other

securities over the whole or any part of the real or personal property present or future of the Club.

- (p) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (q) To hire employ and dismiss all classes of persons considered necessary for the purpose of the Club and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (r) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those 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 that imposed upon the Club under or by virtue of rule 8.
- (s) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (t) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (u) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurances for the purposes of indemnifying the Club in respect of any claim by reason of any such risk, accident or fidelity and to establish any support or aid in the establishment and support of associations, institutions, funds trust and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person and to grant pensions and allowances to pay premiums or other amounts on such insurance funds, pensions or allowances.
- (v) To make donations for charitable, benevolent or patriotic purposes.
- (w) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedience.
- (x) To do all or any of the abovementioned things either singularly or in conjunction with any other corporation, company, firm, association, Club or person and either as principal, agents, contractors, trustees or otherwise.
- (y) To make application for and obtain and maintain a Club Licence, and from time to time apply for and obtain a renewal of such licence and to make application for and obtain, maintain and renew licences or entitlements under the Gaming Machines Act entitling the Club to keep and operate poker machines,.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in the interpretation of this rule the meaning and effect of any objects shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the rule is to be construed so as to widen and not restrict the powers of the Club.

8. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that subject to the provisions of section 10(6) of the Registered Clubs Act nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Club, but so that no member of the Board Club shall be appointed to any salaried office of the Club, or any money's worth shall be given by the Club to any member of Board except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lent to the Club.

REQUIREMENTS OF THE ACT, LIQUOR ACT, GAMING MACHINES ACT AND REGISTERED CLUBS ACT

9. The "replaceable rules" contained in the Act are excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
10. The Club is established for the objects set out in this Constitution.
11. (a) The Club is a non-proprietary Club.
- (b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
- (c) Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for or is granted, a Club Licence or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, a Club Licence.
- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to section 73(2)(b) of the Gaming Machines Act the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to section 74(2) of the Gaming Machines Act the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person."
12. (a) An employee of the Club must 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) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
13. (a) Liquor must 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 paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
14. Voting by proxy is not permitted:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.

WINDING UP

15. The liability of members is limited.
16. If upon the winding up or dissolution of the Club there remains, after 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 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, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

17. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
18. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Provisional member, Honorary member or Temporary member.
19. All persons who at the time of this Constitution coming into force are members of the Club (in the class of membership they held immediately preceding the adoption of this Constitution) and all other persons who shall be admitted to membership in accordance with this Constitution and the rules and by-laws made hereunder shall be members of the Club of the class to which they respectively shall have been or shall hereafter be elected.

20. (a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
- (i) 7 Day members;
 - (ii) 7 Day Recreation members;
 - (iii) 6 Day members;
 - (iv) 5 Day members;
 - (v) 3 Day members;
 - (vi) 2 Day members;
 - (vii) Long Service members;
 - (viii) Non-playing members;
 - (ix) Country members;
 - (x) Intermediate 7 Day (22-25yrs) members;
 - (xi) Intermediate 7 Day (18-21yrs) members;
 - (xii) Junior 7 Day members;
 - (xiii) Cadet members;
 - (xiv) Social Members.
- (b) Members who were until the adoption of this Rule (on 27 October 2010) in the superseded class in the left column in the table below will, from 27 October 2010, be transferred to the class of membership in the right column in the table below:

<i>Class which existed until 27 October 2010 and superseded on that date</i>	<i>Class which was created on 27 October 2010</i>
<i>Intermediate 6 Day Member</i>	<i>Intermediate 7 Day (18-21 yrs) Member or Intermediate 7 Day (22-25 yrs) Member, as the case may be</i>
<i>Junior 6 Day Member</i>	<i>Junior 7 Day Member</i>

FULL MEMBERSHIP – ELIGIBILITY AND RIGHTS

21. (a) Life members, Financial 7 Day members of at least 12 months standing, Financial 6 Day members of at least 12 months standing, Financial 5 Day members of at least 12 months standing, Financial 3 Day members of at least 12 months standing and Financial Long Service members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or meetings of members. For the purposes of this Constitution a member who was in a category of Ordinary membership other than Social membership for a minimum period of

12 months prior to being transferred into one of the eligible categories shall be deemed to be a member of at least 12 months standing pursuant to this rule.

- (b) (i) Life members, Financial 7 Day members, Financial 6 Day members, Financial 5 Day members, Financial 3 Day members, Financial Long Service members, Financial Non-playing members, Financial Country Members, Financial 7 Day (22-25yrs) members and Financial 7 Day (18-21yrs members) will be entitled to vote with respect to the election of the Board,
 - (ii) Financial Social members, Financial 7 Day Recreation members and Financial 2 Day members will only be entitled to vote with respect to an election of the Board if on the closing day of nominations for that election the total number of persons in the classes referred to in sub-paragraph (i) is less than 25% of the total number of Full members.
 - (c) (i) Financial Non-playing members, Financial Country members, Financial Intermediate 7 Day (22-25yrs) members and Financial Intermediate 7 Day (18-21yrs) members will be eligible to attend an Annual General Meeting or General Meeting only if that meeting is to consider an approval of the payment of a sum of money to any member in respect of his or her services as a member of the Board or of any committee, and only to vote with respect to that payment.
 - (ii) Financial Social members, Financial 7 Day Recreation members and Financial 2 Day members will only be entitled eligible to attend and to vote at the meeting referred to in sub-paragraph (i) if on the day before the Club first sends notice of the meeting to the members referred to in sub-paragraph (i) the total number of members in the classes referred to in sub-paragraph (b)(i) is less than 25% of the total number of Full members.
22. Subject to these rules the rights of members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by by-law. Notwithstanding rule 23 the Board shall also have the power to designate times on the course for specific events and to invite members of any class to participate.
23. The requirements for eligibility of persons for election to the following classes of membership shall be:
- (a) **7 Day members**
Persons who have attained the age of 25 years and who are elected as 7 Day members of the Club or transferred by the Board from another class of Ordinary membership to 7 Day membership of the Club. 7 Day members are entitled to play on the course on any day of the week subject to rule 22.
 - (b) **7 Day Recreation members**
Persons who have attained the age of 25 years and who are elected as 7 Day Recreation members of the Club or transferred by the Board from another class of Ordinary membership to 7 Day Recreation membership of the Club. 7 Day Recreation members are entitled to use the course for such limited number of times as prescribed by the Board in each subscription year, on any day, subject to rule 22.

(c) 6 Day members

Persons who have attained the age of 25 years and who are elected as 6 Day members of the Club or transferred by the Board from another class of Ordinary membership to 6 Day membership of the Club. 6 Day members are entitled to play on the course from Sunday to Friday of any week subject to rule 22.

(d) 5 Day members

Persons who have attained the age of 25 years and who are elected as 5 Day members of the Club or transferred by the Board from another class of Ordinary membership to 5 Day membership of the Club. 5 Day members are entitled to play on the course from Monday to Friday of any week subject to rule 22.

(e) 3 Day members

Persons who have attained the age of 25 years and who are elected as 3 Day members of the Club or transferred by the Board from another class of Ordinary membership to 3 Day membership of the Club. 3 Day members are entitled to play on the course from Tuesday to Thursday of any week subject to rule 22.

(f) 2 Day members

Persons who have attained the age of 25 years and who are elected as 2 Day members of the Club or transferred by the Board from another class of Ordinary membership to 2 Day membership of the Club. 2 Day members are entitled to play on the course one nominated midweek day (excluding Thursday), and Sunday subject to rule 22.

(g) Long Service members

(i) In relation to members who became Full Members after 27 October 2010:

Persons who have attained the age of 50 years and have been 7 Day members, 6 Day members, 5 Day members of the Club for a continuous period in aggregate in any of those categories of membership for not less than 25 years. For the purposes of this rule, periods of membership in the aforementioned classes may be aggregated if, and only if, any period of absence from such membership has been with the written approval of the Club.

(ii) In relation to members who became Full Members on or before 27 October 2010,

Persons who have been 7 Day members, 6 Day members, 5 Day members and Intermediate 7 Day members of the Club or a continuous period in aggregate in any of those categories of membership for not less than 25 years. For the purposes of this rule, periods of membership in the aforementioned classes may be aggregated if, and only if, any period of absence from such membership has been with the written approval of the Club.

(iii) For the purposes of this rule, periods of membership in the classes listed in this rule are deemed to include periods of membership in the categories of membership referred to in the left column of the table below (which existed until 1 July 1998) and from which the member was transferred (being the existing class, in the right column)

Class which existed until 1 July 1998*Playing member**Long Service member**Pensioner member**Associate member**Junior member***Class which existed until 27 October 2010***Intermediate 7 Day Member***Class created on 1 July 1998***7 Day member**Long Service member**7 Day member**6 Day member**Intermediate 7 Day Member***Class created on 27 October 2010***Intermediate 7 Day (18-21 yrs) Member or Intermediate 7 Day (22-25 yrs) Member, as the case may be*

(iv) Long Service members are entitled to play on the course on any day of the week subject to rule 22.

(h) Non-playing members

Persons in any class of membership with playing rights who are transferred by the Board to Non-playing membership of the Club. Non-playing members may transfer back to the class of membership to which they belonged immediately prior to their transfer to Non-playing membership without payment of any further entrance fees.

(i) Country members

Persons who reside outside a radius of 80 kilometres from the Club who are elected as Country members of the Club or transferred by the Board from another class of Ordinary membership to Country membership of the Club. If, in the opinion of the Board, a person ceases to reside outside a radius of 80 kilometres from the Club, that Country member may be transferred from such class at the discretion of the Board. Without limiting the power of the Board under this rule, any Country member who resides within a radius of 80 kilometres from the Club for a total period of 2 months in any financial half year, shall become liable to pay an additional subscription for such half year as determined by the Board without the need for the transfer of such person to another class membership.

(j) Intermediate 7 Day (22-25yrs) members

- (i) Persons who have attained the age of 22 years but who are under the age of 25 years (subject to sub-rule (ii)) and who are elected as Intermediate 7 Day (22-25yrs) members of the Club or transferred by the Board from another class of ordinary membership to Intermediate 7 Day (22-25yrs) membership of the Club.
- (ii) An Intermediate 7 Day (22-25yrs) member shall on attaining the age of 25 years, cease to be a member on the first day of March next following the attainment of such age unless the Board has transferred that person to another class of Ordinary membership of the Club.

- (iii) Intermediate 7 Day (22-25yrs) members are entitled to play on the course on any day of the week subject to rule 22.

(k) ***Intermediate 7 Day (18-21yrs) members***

- (i) Persons who have attained the age of 18 years but who are under the age of 21 years (subject to sub-rule (ii)) and who are elected as Intermediate 7 Day (18-21yrs) members of the Club or transferred by the Board from another class of ordinary membership to Intermediate 7 Day (18-21yrs) membership of the Club.
- (ii) An Intermediate 7 Day (18-21yrs) member shall on attaining the age of 21 years, cease to be a member on the first day of March next following the attainment of such age unless the Board has transferred that person to another class of Ordinary membership of the Club.
- (iii) Intermediate 7 Day (18-21yrs) members are entitled to play on the course on any day of the week subject to rule 22.

(l) ***Junior 7 Day members***

- (i) Persons who have attained the age of 13 years but who are under the age of 18 years (subject to sub-rule (ii)) and who are elected as Junior 7 Day members of the Club or transferred by the Board from another class of Ordinary membership to Junior 7 Day membership of the Club.
- (ii) A Junior 7 Day member shall on attaining the age of 18 years, cease to be a member on the first day of March next following the attainment of such age unless the Board has transferred that person to another class of Ordinary membership of the Club.
- (iii) Junior 7 Day members are entitled to play on the course any day of the week subject to rule 22.

(m) ***Cadet members***

Persons under the age of 18 years who have applied for Junior 7 Day membership or Junior 6 Day membership and have been placed on a waiting list for such membership shall be known as Cadet members.

(n) ***Social members***

Persons who have attained the age of 18 years and who are elected as Social members of the Club or transferred by the Board from another class of Ordinary membership to Social membership of the Club. Social members shall be entitled to all the social privileges of the Club including the privilege of signing guests into the Club, but excluding the right to use the course for play except under conditions determined by the Board.

HONORARY MEMBERS

24. The following persons may be Honorary Members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club.
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25. Honorary Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, to nominate or be elected to the Board or any office in the Club or to participate in the management, business and affairs of the Club in any way.
26. When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary members:
 - (a) the name in full of the Honorary member;
 - (b) the residential address of the Honorary member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.
27. Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
28. The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give any reason.

TEMPORARY MEMBERS

29. The following persons may, in accordance with procedures established by the Board, be made Temporary Members of the Club:
 - (a) A person whose permanent place of residence in New South Wales is more than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by by-law pursuant to these rules.
 - (b) Full members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club.
 - (c) Full members (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a Full member of the Club, attend on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on the day from the time on that day when the member so attends the premises of the Club until the end of the day.
 - (d) Any interstate or overseas visitor.
30. Temporary members shall not be required to pay an entrance fee or annual subscription.
 - (a) Temporary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (b) Temporary members shall not be permitted to introduce guests into the Club.
 - (c) The Chief Executive Officer of the Club or his/her authorised employee may terminate the membership of the Temporary member at any time without notice and without having to provide any reason.

- (d) No persons under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to rule 29(c).
- (e) When a Temporary member (other than a Temporary member admitted pursuant to rule 29(c)) first enters the Club's premises on any day the following particulars shall be entered in the Club's Register of the Temporary members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which membership is granted;
 - (iv) the signature of the Temporary member.

LIFE MEMBERS

- 31. Members who have rendered outstanding service to the Club and have been elected as such by 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) 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 7 Day members.
 - (b) Not more than two members shall be made life members in any one financial year.

TRANSFER OF MEMBERSHIP

- 32. The Board at its discretion may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him or her for the then financial year and may be required as a condition of the transfer of membership to pay the difference between the entrance and/or annual subscription applicable for his or her present membership and the entrance and/or annual subscription applicable to the class of membership to which he or she desires to be transferred.

ABSENTEE LIST

- 33. Upon application the Board may place a member on an absentee list and make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of such member.

ELECTION OF MEMBERS

- 34. A person shall not be admitted as a member of the Club, other than as an Honorary or Temporary member unless the person is elected to membership at a meeting of the Board or a duly appointed Election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board

may reject any application for membership without assigning any reason for such rejection. The election shall be by a majority of those present and entitled to vote.

35. Every candidate for membership of the Club other than as an Honorary Member or Temporary Member shall be proposed and seconded by a member in the categories (i), (ii), (iii), (iv), (v), (vi) or (vii) of rule 20(a) or a Life Member provided that both the proposer and seconder shall have been a member of the Club for a minimum period of 12 months.
36. In respect of all the nominations for Ordinary membership there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
37. The nomination form shall be signed by the proposer and seconder and the candidate.
38. 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 or her proposer and the seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least two weeks shall elapse between the proposal of a person for election and his or her election.
39. When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person.
40. Upon payment of:
 - (a) The entrance fee (if any),

AND

 - (b) A subscription equal to that payable for the current quarter in the class of membership to which he or she has been elected

OR

 - (c) An amount calculated in accordance with rule 42 hereunder, person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

41. Members subscriptions shall be paid annually or if the Board so directs and approves by quarterly or half yearly instalments and in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these rules shall be as prescribed by the Board from time to time but in any case the annual subscription shall be not less than \$2.00 or such other minimum subscription provided from time to time by the Registered Clubs Act as amended.
42. Any candidate elected during any financial year to any class of membership shall in respect of that financial year pay by way of subscription the annual subscription as determined by the Board multiplied by a fraction the numerator of which shall be the

number of full calendar months from the date of election and the end of that financial year and the denominator of which shall be 12.

43. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment (or in the case of payment of subscriptions by instalments any instalment is not paid upon the due date) the Secretary shall give to the member in default 14 days written notice within which such entrance fee or subscription or instalment must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.

PROVISIONAL MEMBERSHIP

44. A person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking Ordinary membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
45. Provisional Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

PATRONS

46. The members in general meeting may appoint or remove 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 thereupon be deemed to be Honorary members of the Club and subject to these rules shall remain Honorary members while they remain a Patron.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

48. The Club shall keep the following registers:
- (a) A register of persons who are Full Members of the Club. The register shall set forth the name in full, the occupation and address of each Full Member and, in respect of each Ordinary member, the date on which each Ordinary member last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Honorary Members. This register shall set out the name in full and the address of each Honorary Member and where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.
 - (c) A register of persons who are Temporary members. This register shall set out the name in full and the address of each Temporary Member on each day the Temporary Member is admitted to Temporary membership of the Club (or in the

case of Temporary members admitted for up to 7 consecutive days or such longer period as may be approved by the Casino, Liquor and Gaming Control Authority, the aforementioned details shall be entered on the day when the Temporary member enters the Club's premises the first time during the period of Temporary membership), provided that any person admitted to Temporary membership in accordance with rule 29(c) shall not be required to complete the register.

- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that guest, the date on that day and the signature of that member provided always if an entry in the register is made on any day in respect of that guest of a member, it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

49. The Board has power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
- (a) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
 - (b) is guilty of any conduct which is prejudicial to the Club's interests; or
 - (c) is guilty of any conduct which is unbecoming of a member; or
 - (d) is guilty of any conduct which renders the member unfit for membership.
50. The Board must comply with the following procedure when exercising its powers under rule 49:
- (a) The Club must give written notice to the member of any charge against that member under this rule, at least 14 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (c) At the meeting, the member charged is entitled to call witnesses in his or her defence.
 - (d) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution. The Board may vote by secret ballot.
 - (e) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found

guilty, the separate decision as to penalty. However, the Board must have regard to any written representations made to it by the member charged.

- (f) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (g) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (h) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
51. In the event that a notice of charge is issued to a member pursuant to rule 50(a), the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined, up to a maximum period of one month. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
52. The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("**the senior employee**"), has power to suspend any person's membership and remove that member from the Club's premises:
- (a) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
 - (b) whose presence on the Club's premises in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act; or
 - (c) who in the opinion of the Secretary or the senior employee has engaged or used any part of the Club's premises for an unlawful purpose;
 - (d) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free or
 - (e) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
 - (f) whom the Secretary or the senior employee then on duty, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises
 - (g) who in the opinion of the Secretary or the senior employee has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.
53. The Secretary or the senior employee who has exercised the power referred to rule 52 must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.

54. Any suspension of a member by the Secretary or the senior employee pursuant to rule 52 will continue until further notice is given to the member pursuant to rule 50 or for 7 days, whichever is the earlier. The rules of natural justice shall not apply in relation to the exercise of the power referred to in rule 52.

RESIGNATION AND CESSATION OF MEMBERSHIP

55. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
56. 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 or her membership of the Club and any other moneys due by him or her at the date of cessation of his or her membership of the Club or for which the member is or may become liable under the Constitution.

GUESTS

57. Subject always to the provisions of the Registered Clubs Act, all members shall have the privilege of introducing guests to the Club and when a member brings a guest to the Club the member and guest shall complete the register of guests as required by these rules. No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by by-law, nor shall a member introduce any person as a guest whose name has been removed from the Register of members for misconduct or non-payment of subscriptions or fees or who has been suspended by the Board.
58. Members shall be responsible for the conduct of any guests they may introduce to the Club.
59. 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.
60. Guests must remain in the reasonable company of the member who signed the guest into the Club and must not remain on the premises of the Club after the member that signed the guest into the Club has left the premises.

THE BOARD

61. The Board will consist of a President, Vice-President, Captain, Honorary Treasurer, Vice-Captain and four (4) other Board members.
62. The Executive Committee of the Board shall consist of the President, Vice-President, Captain and Honorary Treasurer. The Board will set limits to the powers of the Executive Committee. The Executive Committee may deal with business which arises between regular meetings of the Board.
63. From the election of the Board in 2010 and thereafter the Board shall be elected biennially and shall have a term of two (2) years.

64. From the election of the Board in 2010, the members of the Board shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election
65. A person shall not be elected to or hold office as a member of the Board unless the person is a financial 7 Day member of at least 12 months standing at the time of nomination, a financial 6 Day member of at least 12 months standing at the time of nomination, a financial Long Service member or a Life member of the Club.

ELECTION OF THE BOARD

66. No member who is unfinancial or is currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while the member remains unfinancial or during the period of such suspension.
67. The election of directors and officers shall be conducted as nearly as practicable in the following manner:
- (a) A notice shall be sent by post to each Life member, 7 Day member, 6 Day member and Long Service member not less than 6 weeks before the Annual General meeting inviting nominations of candidates for election as directors and officers. Such nominations shall be signed by 2 or more of the members referred to in this paragraph and signed by the nominee and shall state the office or offices for which the nominee is nominated and shall be lodged at the Office of the Club on or before the date and time fixed by such notice which shall be not less than 23 days before the date of the Annual General Meeting.
 - (b) Retiring directors and officers shall be deemed to have been nominated unless they shall have notified the Club to the contrary.
 - (c) The Returning Officer shall be appointed by the Board before each Annual General Meeting and in default of such appointment, in sufficient time to allow the procedure to be followed, the officer of the Club acting in the capacity of Secretary shall be the Returning Officer.
 - (d) Each candidate in signifying his or her candidature for office on his or her nomination document may appoint one member of the Club as his or her scrutineer.
 - (e) Each candidate for election shall be entitled to lodge at the Office at the time of lodgement of his or her nomination a signed statement, limited to 50 words setting out qualifications and experience and a photograph of the candidate measuring no more than 18 centimetres by 15 centimetres. The Secretary shall forthwith post notification of such nominations together with any photograph and/or statement complying with this rule on the Notice Board.
 - (f) The Returning Officer shall prepare and initial a Ballot Paper containing the names of all the candidates in an order which shall be drawn by Ballot, attendance of candidates at such draw being acceptable.
 - (g) All members entitled to vote for the election of the members of the Board of Directors as provided in rule 21(b), shall cast their vote in person at the office at any time between 10am and 5pm on the 6 days immediately preceding the day of the Annual General Meeting and on the day of the Annual General Meeting between 10am and 1 hour before the time fixed for the commencement of the Annual general Meeting. A Ballot Paper will be handed by the Returning Officer or

his or her appointee upon request to each such member intending to vote and that member's name will then be crossed off the list of members prepared for this purpose. The member will then place directly into a Ballot box the completed Ballot Paper.

- (h) The Ballot Paper shall contain the names of all members properly nominated and the officers for which they are nominated and alongside each such name of a box shall be printed.
- (i) A member shall signify his or her choice or choices of candidate for each office by placing a cross in the box alongside the candidate's name up to the number of vacancies to be elected in each category but not exceeding the number of vacancies to be elected in each category.
- (j) The Ballot box into which all return ballot papers are placed will be kept locked under the care and supervision of the Returning Officer or his or her appointee. Counting of votes shall take place in the presence of the duly appointed scrutineers, and shall commence at the close of time permitted for voting on the day of the Annual General Meeting.
- (k) The Returning Officer or his or her appointee will count the votes in the presence of, but not with the assistance of, the scrutineers on prepared sheets upon which each individual vote will be recorded for each candidate progressively.
- (l) Upon conclusion of counting each scrutineer will sign and countersign the counting sheet or sheets, and the Returning Officer or his or her appointee and scrutineers sign a result document for publication on the Notice Board. The Returning Officer will notify the result to the Chairman of the Annual General Meeting, thus concluding the ballot.
- (m) A nominee shall be deemed elected to an office if the nominee receives the most number of votes for such office.
- (n) The decision of the Returning Officer as to the validity of the ballot shall be final.
- (o) A member eligible for election to the Board may be nominated for more than one office and in the event of being elected to the Senior office as hereinafter provided the member shall be deemed to have been eliminated from candidature for election to the Junior office and any votes cast for the nominee for election to such Junior office shall be of no effect and shall not be counted.
- (p) Any vote cast for a candidate for any office shall not be counted as a vote for any other office.
- (q) For the purpose of this Constitution the order of seniority of offices shall be: President, Vice-President, Captain, Honorary Treasurer, Vice-Captain and other Board members.
- (r) If the number of candidates duly nominations 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.
- (s) If no or insufficient nominates be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and any remaining vacancies shall be treated as "casual vacancies" and may be filled in accordance with rule 81.

POWERS OF THE BOARD

68. The Board shall be responsible for the management of the business and affairs of the Club.
69. 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 this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting; provided that no such regulation will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without limiting its general powers, the Board has power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of its body 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 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 shall have a second or casting vote. The meetings and proceedings of any committee 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 this rule or by an regulation made by the Board pursuant to this rule.
 - (b) To make such by-laws not inconsistent with this Constitution 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 these rules empowered to regulate by by-law;
 - (ii) the general management and control of trading activities of the Club;
 - (iii) the management and control of the Club's premises;
 - (iv) the management and control of play and dress on the links;
 - (v) the upkeep and control of the links;
 - (vi) the management and control of all competitions;
 - (vii) the conduct of members;
 - (viii) the privileges to be enjoyed by each class of member;
 - (ix) the relationship between members and the Club's employees;

- (x) and generally all such matters as are commonly the subject matter of Club rules or by-laws or which by this Constitution and by-laws, the Act, or the Registered Clubs Act, are not reserved for decision by the Club in general meeting.
- (c) To enforce the observance of all by-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as it 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 thinks 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 it thinks fit.
- (f) To institute conduct defend compound or abandon 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 objects of the Club upon such securities and in such manner as it thinks 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 a sum or sums of money, but limited at any one time to an amount not exceeding \$500,000.00, for the objects 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. Any other borrowings or security in excess of \$500,000.00 at any one time must be approved by Special Resolution.
- (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 and subject to the Registered Clubs Act. .
- (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 or her duties.
- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or

contractors 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 of service or 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 rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (ii) For the purpose of this rule to permit any such section to adopt a name distinctive of such section (provided it to be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent 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 or committee shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose; provided that no amendment proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.
- (vi) Any disciplinary action by the section or committee in respect of any member of such section shall at once be reported to the Board together with the reasons for such action and with recommendation as to further action (if any) to be taken by the Board.

70. 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 Notice Board.

PROCEEDINGS OF THE BOARD

71. 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 all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as Chairman at every Meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act then the Vice-President shall act as Chairman. If the Vice-President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be 5 members personally present.
72. The President may at any time and the Secretary upon request of not less than 3 members of the Board convene a meeting of the Board.
73. Subject to these rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
74. 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 or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of initiating an election of new members of the Board of Directors. Such election to be carried out as near as practicable in accordance with rule 67 substituting General Meeting for Annual General Meeting.
75. 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.
76. 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 a 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.
77. (a) A Director must in accordance with section 41C of the Registered Clubs Act and sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of section 41C of the Registered Clubs Act and section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or

- (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

78. The provisions of Part 4A of the Registered Clubs Act also apply to Directors, (declaration of financial interests in hotels, disclosure of gifts and remuneration from affiliated bodies, disclosure of gifts and remuneration from persons or organisations with contracts with the Club).

VACANCIES ON THE BOARD

79. Subject to compliance with the Act the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and in such event an election shall be held for a new member or members to replace the removed member or members. Such election to be carried out as near as practicable in accordance with rule 67 substituting General Meeting for Annual General Meeting. Any person so elected will hold office during such time only as the person in whose place he or she is elected would have held the same if he or she had not been so removed.
80. The office of President, Vice-President, Captain, Honorary Treasurer, Vice-Captain and any member of the Board shall forthwith be vacated:
- (a) If the member dies;
 - (b) if the member becomes insolvent under administration or suspends payment or compounds with creditors or is convicted of a felony or misdemeanour on indictment;

- (c) if the member becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) if the member is absent from meetings of the Board for a continuous period of 3 calendar months without leave of absence from the Board;
- (e) if by notice in writing given to the Secretary the member resigns from office;
- (f) if the member becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
- (g) if the member ceases to be a member of the Club; or
- (h) if the member fails to declare the nature of any material personal interest in a matter referred to in section 41C of the Registered Clubs Act or section 191 or 192 of the Act or fails to disclose a financial interest in an hotel, a gift or remuneration from affiliated bodies or a gift or remuneration from persons or organisations with contracts with the Club pursuant to sections 41D, 41E and 41F of the Registered Clubs Act.

81. 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 during such time only as the person in whose place he or she is elected would have held office.

GENERAL MEETINGS

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

83. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than 25 members or 5 per centum of the members of the Club (whichever is the lesser) having at the date of the deposit of the requisition at the Office of the Club a right to vote at General Meetings of the Club within 21 days proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than 2 months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:

- (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (b) If the Board does not within 21 days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than 50 per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.
- (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.

- (d) 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 meetings are convened by the Board.
- (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

84. Pursuant to the Act, 21 days notice specifying the place, day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner provided by rule 103 to all members entitled to attend and vote at General Meetings of the Club but that 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 or of any other member entitled to attend the meeting, or the Australian Securities Commission, declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

85. The ordinary business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by sections 300B and 317 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
86. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceed to business. A quorum if convened on the requisition of members shall not be less than 25 members present and entitled to vote and at all General Meetings and at all Annual General Meetings shall not be less than 25 members present and entitled to vote.
87. If within 15 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
88. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-President shall act as Chairman. If the Vice-President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.
- (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by two members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
 - (b) A person shall not:
 - (i) attend or vote at any meeting of the Club or of the Board or any committee thereof; or

- (ii) vote at any election of, or of a member of, the Board,
as the proxy of another person.

89. 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 resolutions.
90. (a) If a poll is demanded it shall be taken in such manner and either at once or after an 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.
- (b) A demand for a poll may be withdrawn.
91. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for more than 21 days, when notice of the adjourned meeting shall be given as in the case of an original meeting.
92. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

93. The Board must 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.
94. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must 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, the Registered Clubs Act or any other Act to inspect such records.
95. Subject to sections 298, 315 and 316A of the Act, the Club must, within four (4) months after the end of the Club's financial year or not less than twenty-one (21) days before each Annual General Meeting (whichever is the earlier), send, or make available, to each member of the Club:
- (a) a copy of the financial report required under section 295 of the Act,
- (b) a copy of the directors' report required under sections 298 and 300B of the Act;
and

(c) a copy of the auditor's report required under section 308 of the Act.

96. The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
97. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration will be fixed by the Board.

HONORARY TREASURER

98. The Honorary Treasurer shall supervise the financial affairs of the Club in such manner as the Board may from time to time determine.

SECRETARY

99. At any time there shall only be one Secretary of the Club who shall be appointed by the Board.

EXECUTION OF DOCUMENTS

100. The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two (2) members of the Board; or
 - (b) one member of the Board and the Secretary.
101. The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two (2) members of the Board; or
 - (b) one member of the Board and the Secretary.
102. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

103. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
104. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in

the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

105. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Notice Board is deemed to be notice to such member at the expiration of twenty-four (24) hours after it is so posted up.

INDEMNITY TO OFFICERS

106. Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

- (a) a liability owed to the Club or a related body corporate; or
- (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
- (c) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

107. Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or
- (b) in defending or resisting criminal proceedings in which the person is found guilty; or
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for
- (d) making the order are found by the Court to have been established; or
- (e) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

108. The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:

- (a) conduct involving a willful breach of duty in relation to the Club; or
- (b) a contravention of sections 182 or 183 of the Act.

COPY OF CONSTITUTION

109. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.