

GLOUCESTER COUNTRY CLUB LIMITED

Constitution

**Adopted
Amended**

**2010
2016**

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PART ONE – Introduction

Name and Location

1.1 The name of The Club is Gloucester Country Club Limited (“The Club”) situated at Bucketts Way South, Gloucester, New South Wales.

Description

1.2 The Club is a Company limited by guarantee and not having a share capital, subject to the provisions of the Corporations Law.

Objectives

1.3 The objectives of The Club are:

1.3.1 To conduct a golf club and provide a golf course, a clubhouse and associated facilities for the use of members and visitors;

1.3.2 To promote, encourage and foster the playing of the game of golf and any other sporting activities determined by The Board from time to time, and to provide all things incidental to the attainment of these objects;

1.3.3 To operate and maintain the golf course and its environs in accordance with good business practices;

1.3.4 To promote, encourage and foster junior golf;

1.3.5 To do all such other things as are necessary to foster and promote the game of golf and other sporting activities.

Definitions and Interpretation

1.4 In this Constitution, unless the contrary intention appears from the context:-

“Accounts” means profit and loss account, income and expenditure account and balance sheets, and includes statements, reports and notes attached to or intended to be read with any of them.

“By-laws” means and includes rules.

“Corporations Law” means the Corporations Act 2001 of the Commonwealth of Australia and any Regulations made under that Act.

“Financial member” means a member who has:-

(a) paid to The Club the entrance fee for membership 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

(b) shall have paid all other monies due by the member to The Club within 14 days after formal demand has been made by The Club in pursuance of a resolution of The Board.

“Guest” means a person:-

(a) whose name and address, signed by the guest and countersigned by an ordinary member of The club, are entered in a register kept for the purpose by The Club;

(b) who is, at all time whilst on The Club premises, in the reasonable company of the member; and

(c) who does not remain on The Club premises any longer than the member.

“In Writing” and **“Written”** includes, without limitation, printing, typing, lithography and other modes of representing or reproducing words in visible form.

“Ladies Committee” means a special committee for managing and organising the competitions, events and activities of lady members. The Board may, by way of delegation to the Match Committee, designate a specific day or days for lady members competition, which competition is to be managed by the Ladies Committee.

“Liquor Law” means the Liquor Act 2007 of the State of New South Wales, the Gaming Machines Act 2001 of the State of New South Wales and Regulations made under either of those Acts.

“Month” means calendar month.

“Officers” includes the President, Vice President, Honorary Treasurer, Captain, Honorary Secretary or Secretary Manager and members of The Board, but does not include the Auditor.

“Ordinary Member” means full playing members, non residential playing members, social playing members, social members and junior members.

“Provisional Member” means a person:-

(a) who has applied for membership of The Club;

(b) who has paid the subscription appropriate for the class of membership applied for; and

(c) who is awaiting a decision on the application for membership.

“The Act” means the Registered Clubs Act 1976 of the State of New South Wales and any Regulations made under that Act.

“The Board” means the management committee of The Club, and its members are directors of The Club within the meaning of the Corporations Law.

“The Club” means Gloucester Country Club Limited.

“The Club Notice Board” means a board designated as such within The Club premises.

“The Register” means the register of members to be kept pursuant to the Act and/or the Corporations Law.

“Veterans Committee” means a special committee for managing and organising the competitions, events and activities of veteran members. The Board may, by way of delegation to the Match Committee, designate a specific day or days for veteran members competition, which competition is to be managed by the Veterans Committee.

“Veteran Member” means a full playing member of The Club who satisfies the requirements of the New South Wales Veteran Golfers Association.

- 1.5 In this constitution, if not inconsistent with the subject or the context:-
- (a) words denoting any gender shall include all genders; and
 - (b) words denoting the singular number shall include the plural and vice versa.
- 1.6 A reference to any act or statute in this constitution includes a reference to that statute or act as amended, repealed, consolidated or substituted from time to time and includes orders, ordinances, regulations, rules and by-laws made under or pursuant to that statute or act.

Amendments to the Constitution

- 1.7 This constitution may not be amended, suspended or substituted except by a special resolution passed by a majority of not less than 3/4ths of the total votes cast by members present and entitled to vote at a general meeting held for that purpose.
- 1.8 The notice of motion of a special resolution proposing an amendment to or suspension or substitution of the constitution shall be lodged with the Honorary Secretary and posted on The Club Notice Board not less than 30 days before the date of the general meeting at which the special resolution is to be considered.
- 1.9 Within one month after the making of any alterations to the constitution, The Board shall provide all relevant authorities with notice of the special resolution setting out particulars of the alteration and a certification in the form required by the Corporations Law or the Act.

PART TWO – The Mandatory Rules of Registered Clubs

Mandatory rules as altered from time to time

- 2.1 In this clause 2 the mandatory rules prescribed by the Registered Clubs Act 1976 at the date of adoption of this Constitution are set out in Schedule 1.
- 2.2 When the mandatory rules are amended by The Act or any other statute or Act from time to time, the rules set out in Schedule 1 are taken to be amended as from the date the amendments are proclaimed to commence without there being any necessity for The Club in general meeting to pass a special resolution under this constitution.
- 2.3 The Schedule may be replaced from time to time to provide the mandatory rules as they are amended from time to time.

PART THREE – Membership

Section 1: Categories, Classes and Limits

Categories General

- 3.1 No person shall be admitted to membership of The Club other than as: -
- (a) An ordinary member;
 - (b) A life member;
 - (c) An honorary member;
 - (d) A provisional member;
 - (e) A temporary member.

Only amateur golfers shall be eligible for election as ordinary members.

Patrons

- 3.2 A person may be appointed from time to time, by the members in general meeting, as a patron of The Club and any person so appointed shall be an honorary member of The Club and have all of the rights and privileges of an honorary member.

Ordinary Members

- 3.3 Full playing members:-

Full playing members shall:-

- (a) pay the maximum annual subscription;
- (b) be entitled to exercise all of the rights and privileges of The Club;
- (c) be eligible to vote at meetings of The Club;
- (d) be eligible to stand for positions on The Board;
- (e) be entitled to play on the course at any time, except for competitions for which the member is ineligible as determined by the Match Committee.

3.3.1 Non-Resident Playing Members, Social Playing Members and Social Members

- (a) A person may be admitted as a non-resident playing member of The Club provided such person lives outside a radius of 50 kilometres from Gloucester Country Club. Such person so admitted shall:-
- (i) be entitled to enjoy the full use of the clubhouse;
 - (ii) be entitled to may play in not more than six golfing competitions of The Club each year;
 - (ii) not be eligible to play in Club championship events;
 - (iv) be entitled to otherwise enjoy the full use of the golf course.
- (b) A person may be admitted as a social playing member and such person so admitted:-
- (i) may enjoy the full use of the clubhouse and the golf course; but,
 - (ii) shall not be permitted to play in any form of golf competition conducted upon the golf course other than social competitions and charity day competitions.
- (c) A person may be admitted as a social member and such person so admitted:-
- (i) may enjoy the full use of the clubhouse; but
 - (ii) shall not be entitled to use the golf course other than as a visitor; and
 - (iii) shall not be permitted to play in any form of golfing competition conducted upon the golf course.
- (d) Non-resident playing members, social playing members or social members will not be entitled to vote at general meetings of The Club and will be ineligible to stand for positions on The Board.

3.3.2 Junior Members

- (a) Any person aged 12 years to 18 years of age, being a son or daughter of a member of The Club, may be admitted as a junior member;
- (b) Any person within the prescribed ages who is not the son or daughter of a member, may be admitted as a junior member on the same terms and conditions upon providing to The Club a written undertaking of a member of The Club that that member will be responsible for:-
- (i) the annual subscription of the junior member; and

- (ii) the good behaviour of the junior member whilst on The Club premises or the course or whilst attending at any function or competition as a junior member of The Club.
- (c) Junior members shall have playing privileges on the golf course or such parts thereof as may be prescribed from time to time by The Board and subject to such conditions and restrictions as The Board may from time to time impose;
- (d) Junior members: -
 - (i) may not participate in the management of The Club;
 - (ii) may not vote at any election of The Board; but
 - (iii) shall be entitled to use such portions of the clubhouse as The Board may from time to time determine. No liquor shall be sold or supplied to any junior member.
- (e) Upon attaining the age of 18 years a junior member shall cease to be a junior member but may apply to be admitted as an ordinary member of The Club. Any former junior member nominated for ordinary membership upon ceasing to be a junior member will be entitled to priority over other candidates for election as ordinary members. Any former junior member admitted as an ordinary member shall pay a proportionate part of the annual subscription applicable to ordinary members for the then current year.

Life Members

3.4 Any ordinary member who has rendered long or meritorious service to The Club may, on account of that service or for any other commendable reason, be elected, at any general meeting, as a life member.

- 3.4.1 (a) No ordinary member may be elected as a life member unless The Board has first recommended such nomination;
- (b) Life members shall:-
 - (i) enjoy all the privileges of a full playing member;
 - (ii) be entitled to vote at general elections of The Club; and
 - (iii) be eligible to nominate for and hold office as a member of The Board.

Honorary Members

- 3.5 (a) The patron or patrons for the time being of The Club and any prominent citizen or dignitary may, at the discretion of The Board, be elected as an honorary member of The Club;
- (b) An honorary member shall be entitled only:-
 - (i) to the social privileges of The Club;

- (ii) to play golf and such other games, recreations and pastimes as determined by or on the invitation of The Board from time to time.
- (c) No honorary member shall be required to pay an entrance fee or subscription where the honorary membership is conferred for a period of not more than 1 month;
- (d) The Honorary Secretary shall keep appropriate records of the names and addresses of honorary members. Those records shall specify the occasion or the period in respect in which the honorary membership is granted;
- (e) The Board may cancel any honorary membership at any time without notice and without assigning any reason for the cancellation. The Honorary Secretary must notify the honorary member of the cancellation.

Provisional Members

3.6 A person is a provisional member if the person:-

- (a) has applied for membership as an ordinary member of The Club; and
- (b) has paid the required subscription; but
- (c) is awaiting election as an ordinary member of The Club.

Temporary Members

3.7 A full member of another registered club with objects similar to those of The Club, or of any interstate club, or a member of another registered club who is attending The Club to participate in a golf competition or other organised sport on that day, may be admitted as a temporary member on that day.

Applications for Membership

- 3.8
- (a) Except in relation to junior members, no person under the age of 18 years may apply for any category of membership of The Club;
 - (b) No person shall be admitted as a member of The Club who has attained 18 years but not attained 21 years unless the members proposing and seconding the admission of such member have attained the age of 21 years;
 - (c) No person shall be admitted to any category of membership of The Club until that person has completed, signed and submitted an application for membership in the form following or in such other form as The Board may determine from time to time.

MEMBERSHIP APPLICATION FORM –ALL fields must be completed

I, Mr, Mrs, Ms, Miss

(Given Name)

(Surname)

Of (address)..... Town.....

Postcode..... Ph:(home)..... (work).....

E-Mail address:.....

Occupation:.....

Desire to become a member of the Gloucester Country Club Limited and request you enter my name on the register of members. (please tick box)

- Gold Class Full Playing Member \$450 p.a. (Incl. Annual Social Green Fee \$100)
- Full Playing Member \$350.00 p.a.
- Non Resident Full Playing Member \$250.00 p.a.
- Social Playing Member \$230 p.a.
- Junior Member \$25.00 p.a. (14yrs to 17yrs)
- Junior Member Free (under 14yrs)
- Social Member \$15.00 p.a. or \$30.00 for 3yrs

I agree to be bound by your Memorandum and Articles of Association and Rules and By Laws made hereunder.

Proposer.....Signature.....M/No.....

(please print full name)

Seconder.....Signature.....M/No.....

(please print full name)

Applicants Date of Birth..... Verification may be required.

Have you been a Member at Gloucester Country club previously? YES/NO

Have you been declined or rejected as a member of any other club? YES/NO

Details of other Club memberships

Give any information you think may assist the Board of Directors (include golf experience and current

handicap if applicable)

Dated this..... day of 20 Applicant Signature

OFFICE USE ONLY:

Date Paid:..... Date Accepted by board.....
Receipt Number: \$...... Date Notified.....
Member No Card Issued

Section 2: Election of Members

Nominations

- 3.9 Every candidate for membership, except life or honorary membership, shall be proposed by one and seconded by another member of The Club, both of whom shall have been members of The Club for a period of not less than 12 months, must be of or over the age of 21 years and to both of whom the candidate shall be personally known.
- 3.10 The Board may consider applications for membership from persons not known to club members, in which case the candidates may be proposed and seconded by members of The Board.

Applications in Writing

- 3.11 Every application for membership:-
- (a) shall be made in writing;
 - (b) shall be signed by the candidate and his proposer and seconder; and
 - (c) shall be on the form provided for the purpose from time to time by the Club and attainable from the Honorary Secretary.

Particulars on Notice Board

- 3.12 Following receipt of an application for membership:-
- (a) The Honorary Secretary shall cause the name and address and class of membership applied for by the person to be posted on The Club Notice Board for not less than 14 days prior to the day on which the candidate comes up for election;
 - (b) If during this time any then current member of The Club objects to a candidate's application then that member must lodge that objection in writing with The Honorary Secretary for consideration by The Board; and
 - (c) Any objection so lodged shall not be a valid objection unless it states in detail the reasons for that member's objection to the candidate being elected as a member of The Club.

Consideration and Approvals of Application

- 3.13 (a) All applications for membership shall be considered by The Board at a duly convened meeting;
- (b) A record shall be kept by the Honorary Secretary of the names of The Board members present and voting at such meeting;
- (c) A candidate for election may be elected or rejected by majority vote;
- (d) Any candidate whose application for membership is rejected shall not again be eligible for nomination unless The Board otherwise determines.

Enrolment of New Members

- 3.14 On election of a member, the Honorary Secretary shall forthwith give the member notice of the member's election and, subject to the payment of any nomination, subscription, affiliation fees or any other monies due, the person shall be enrolled on the register as a member of The Club from that date.

Transfer of Membership

- 3.15 (a) Any member may transfer from one class of membership to another class of membership of The Club upon submitting a written application to that effect;
- (b) The Board may approve or refuse such transfer;
- (c) Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription fee paid by or payable by the member for the then financial year.

Entrance Fees and Subscription Fees

- 3.16 The entrance fees, subscription fees or other payments required to be made by members of The Club from time to time shall be in an amount as determined by The Board from time to time provided that the annual subscriptions payable by a member shall not be less than \$2.00.
- 3.17 Subscription fees may be paid annually in advance or 6 monthly in advance or otherwise as determined by The Board from time to time. Annual subscriptions shall be due for payment on the first day of July in each financial year.
- 3.18 If the subscription fee of a member is not paid within a period of 30 days after the first day of July in any financial year, the Honorary Secretary shall, at any time

after the expiration of that period, give that member written notice requiring the payment within a period of 14 days from the date of such notice. If the subscription is then not paid within that time the member shall be debarred from and refused all privileges of membership and the person's name shall be removed from the register of members by the Honorary Secretary on the direction of The Board. A member so removed is then disqualified from competing in club competitions.

General

- 3.19 Upon receipt of an application for membership and payment of the subscription fee, the applicant shall be immediately admitted as a provisional member of The Club.
- 3.20 Any applicant elected as an ordinary member during a financial year shall, in respect of that financial year, only be required to pay a reduced subscription fee, as determined by The Board, if the person's election as a member occurs after the first day of January of that financial year.
- 3.21 Any former member of The Club who has not paid the annual subscription fee for a period of less than 3 years shall not be entitled to a reduction of payment of the annual subscription under the immediately preceding clause if that person applies for readmission as a member of The Club.
- 3.22 A member who changes his or her address from that shown on the application form or recorded in the register of members of The Club from time to time must, as soon as reasonably possible after the change of address, advise the Honorary Secretary of The Club of the new address.

Section 3: Resignations, Discipline and Expulsion

Resignation of Members

- 3.23 (a) Any member wishing to resign from The Club should give not less than 1 calendar month's written notice of that member's resignation, to the Honorary Secretary of The Club.
- (b) Notwithstanding the member's resignation, the member will remain liable to pay to The Club any annual subscription and arrears of annual subscriptions which have accrued due but which remain unpaid at the date of the member's resignation.
- (c) Any member: -
- (i) who paid an entrance fee when that member joined The Club;

- (ii) who subsequently resigns but thereafter, within a period of 3 years after the date of the member's resignation, reapplies for membership of The Club;

shall not be required to pay a further entrance fee unless, at the time of that person's re-election, the entrance fee then payable is greater than the entrance fee paid by the member when that member previously joined The Club. In this case the member shall be required to pay the difference between the entrance fee which is current at the date of the member's re-election and the entrance fee paid on the member's previous application for membership of The Club.

Liability of Members

3.24 Any member shall be liable to censure, suspension or expulsion if that member:-

- (a) refuses or neglects to comply with this constitution or any by-law or rule of The Club or with any order or direction given by The Board or the members in general meeting;
- (b) is guilty of any act or conduct detrimental to the interests of The Club or other members.

The Board Hearings

3.25 If a member becomes liable to censure or suspension then The Board shall:-

- (a) serve the member in person or send a notice to the member's address recorded in the register, advising that member of any charges against that member, and of the time, the place and the date of The Board meeting at which the questions shall be determined;
- (b) ensure that such notice includes particulars of the member's alleged detrimental act or conduct; and
- (c) ensure that not less than 14 days notice of such meeting be given.

If the member fails to attend the meeting, The Board may proceed to determine the case as if the member was present.

3.26 The member charged shall be entitled:-

- (a) to attend the hearing for the purpose of answering the charge;
- (b) to make oral or written submissions in relation to the charge; and
- (c) shall not be entitled to be legally represented at the hearing, except with the leave of The Board.

- 3.27 The members of The Board present at the hearing shall vote by secret ballot. The Board may not reprimand, suspend or expel a member unless the vote to reprimand, suspend or expel is carried by not less than two thirds of the members of The Board present and voting in favour of the motion.
- 3.28 Subject to clause 3.32:-
- (a) the decision of The Board shall be final; and
 - (b) The Board is not required to assign any reason for its decision.

Reprimand/Censure/Suspension

- 3.29 If after hearing the evidence, The Board considers that the charge is sustained, it may:-
- (a) reprimand the member;
 - (b) censure the member; or
 - (c) suspend the member for a specified period not exceeding 12 months during which time the member is denied access to any or all privileges, facilities and rights of membership of The Club.

Expulsion

- 3.30 If, in the opinion of The Board, a member's action is so detrimental to the interests of The Club that expulsion is warranted, The Board, in its discretion and after due consideration of all evidence, may expel the member from The Club and from all of the rights and privileges of membership of The Club.
- 3.31 Notwithstanding any such expulsion, the member so expelled shall be liable to The Club for all monies due by the member at the time of expulsion.
- 3.32 The expelled member (provided that member is financial) shall have the right to appeal The Board's decision by calling a special general meeting, in accordance with any rules of The Club and to have the matter determined by the members of The Club. The members in general meeting may, by a simple majority of members present and entitled to vote, confirm or reverse The Board's decision in respect of the member. Any such determination shall be final and binding.

- 3.33 No person shall be entitled to take action or proceedings against The Club or in respect of any such censure, suspension, or expulsion, and must conform to the decision of The Board or the special general meeting. An expelled member forfeits all rights to be nominated for membership at any future date.
- 3.34 The Board may at its discretion order the refund of any subscription, or any part of it, to any member during the current financial year in which that member is expelled or suspended.

Cessation of Membership

- 3.35 Every person ceasing to be a member of The Club shall forfeit all right to or claim upon The Club which the person would have had by reason of membership. Membership is not transferable.

PART FOUR – Management of The Club

Section 1: Structure

The Board

- 4.1 (a) The Board shall be responsible for the management of The Club. The Board shall consist of:-
- (i) the President;
 - (ii) the Vice President;
 - (iii) a Captain;
 - (iv) the Honorary Treasurer; and
 - (v) four other members.
- (b) The Board shall be elected annually, by the full playing members and life members, at each annual general meeting.
- (c) Retiring members of The Board shall be eligible for re-election.

Honorary Secretary

- 4.2 The Honorary Secretary, appointed by The Board, shall, if invited by The Board to do so, have the right to speak at any meeting of The Board but shall not be entitled to vote.

Management Committees

- 4.3 In order to assist and advise the members of The Board in the performance of their duties and in the exercise of their rights and powers, The Board may appoint Management Committees to manage specific aspects of club activity such as, Finance, Course, Social, Match, Veteran Members, Lady Members, Junior Members.

Composition of Management Committees

- 4.4 (a) Each Management Committee shall comprise as many members as The Board shall from time to time determine.
- (b) The Chairman and other members of Management Committees shall be appointed by The Board, from other club members who, in the opinion of The Board, can give special services or knowledge.

Eligibility for Appointment

- 4.5 Only full playing members who have been such members of The Club for a minimum of 12 months and life members shall be eligible to be appointed by The Board to vacant positions on any Management Committee, other than the House Committee.
- 4.6 Junior members may be appointed by The Board to the Junior Members Committee and may hold office for such periods as determined by The Board and as may be prescribed in the by-laws or rules from time to time.

Notification of Appointment

- 4.7 Particulars of all prospective Management Committee appointments shall be posted on The Club Notice Board at least 14 days before their consideration by The Board.

Powers and Functions

- 4.8 (a) Management Committees shall exercise such powers and perform such functions as may be determined by The Board or as may be prescribed in the by-laws from time to time and ratified by The Board;
- (b) Management Committees shall seek approval from The Board to seek specialist outside advice and guidance when deemed necessary.

President Ex – Officio

- 4.9 The President of The Club shall be an ex-officio member of all Management Committees and sub-committees.

Veterans' Committee

- 4.10 Veteran members shall have the power, subject to authorisation by The Board, to elect their own Veterans' Committee and to arrange all affairs relating to the management and administration of golf activities for veteran members of The Club, but only in accordance with this Constitution or as prescribed in the by-laws from time to time. Any rules adopted by the Veterans' Committee in the exercise of such power shall be subject to the approval of The Board.

- 4.11 Insofar as their affairs in any way affect other members, whether directly or indirectly, the Veterans' Committee shall seek instruction from The Board or the appropriate Management Committee or both.

Ladies' Committee

- 4.12 Female members shall have the power, subject to authorisation by The Board, to elect their own Ladies' Committee and arrange all affairs relating to the management and administration of golf activities for lady members of The Club, but only in accordance with this Constitution or as prescribed in the by-laws from time to time. Any rules adopted by the Ladies' Committee in the exercise of such power shall be subject to the approval of The Board.
- 4.13 Insofar as their affairs in any way affect other members, whether directly or indirectly, the Ladies' Committee shall seek instruction from The Board or the appropriate Management Committee or both.

Section 2: Election and Nomination of Members of The Board

Election by Ballot

- 4.14 Except as provided in clause 4.21 below, all members of The Board shall, subject to this Constitution and the procedures prescribed in the by-laws from time to time:-
- (a) be elected by secret ballot;
 - (b) be elected by proportional voting at the annual general meeting of members; and
 - (c) shall hold office, subject to this Constitution and the by-laws, until the next annual general meeting.

Assumption of Appointment

- 4.15 Elected members of The Board shall assume their appointments at the conclusion of the annual general meeting at which their election is declared.

Nominations

- 4.16 (a) Nominations for members of The Board:-
(i) shall be in writing on forms available from the Honorary Secretary;
and

- (ii) shall be signed by two members who are eligible to vote and the nominee.
- (b) The nomination form must be delivered to the Honorary Secretary not less than 14 days prior to the annual general meeting;
- (c) The duly completed nomination forms are to be displayed on The Club Notice Board until the date of the election.

4.17 No employee of The Club will be entitled:-

- (a) to be elected a member of The Board; or
- (b) to vote at any meeting of The Club.

- 4.18
- (a) If no more persons are nominated for any office than there are vacancies, the Chairman of the annual general meeting shall declare such person or persons duly elected;
 - (b) If insufficient candidates are nominated to fill the vacancies, or if a nominee indicates verbally or in writing, either before or at the annual general meeting, that the nominee is unwilling to be elected to office, then the members at the annual general meeting may propose and second, orally, eligible members to fill any such office or offices.

4.19 If there be more than the required number of nominees for election then the election shall be by ballot.

- 4.20
- (a) The ballot shall be counted by two or more scrutineers appointed by the Chairman of the annual general meeting;
 - (b) A candidate for election shall not be eligible to be a scrutineer;
 - (c) If there is an equality of votes in favour of two or more candidates, the Chairman of the annual general meeting shall draw lots between the candidates so as to ensure the election of the necessary number to fill the vacancies.

Casual Vacancy

4.21 Any vacancy occurring during the period of office of members of The Board shall be filled by The Board, and any person so appointed shall hold office only for so long as the elected member, whose office is vacated, would have done if no vacancy had occurred.

Vacation of Office

- 4.22 The office of any member of The Board shall be deemed vacated if the person filling it: -
- (a) Ceases to be a member of The Club, or
 - (b) Holds any office or place of profit under The Club, or
 - (c) Becomes bankrupt or assigns his or her estate in pursuance of any statute relating to bankruptcy or insolvency for the time being in force in NSW or of a statute relating to bankruptcy or insolvency of the Commonwealth of Australia, or
 - (d) Takes up permanent residence outside the State of New South Wales, or
 - (e) Fails to attend three consecutive monthly meetings of The Board without leave of absence; or
 - (f) Is convicted on indictment of an offence against any Australian law, or any other law in connection with fraud or theft or is sentenced to any term of imprisonment for any offence against any Australian law; or
 - (g) Becomes an insane patient or insane person or incapable person within the meaning of any mental health law in force in New South Wales; or
 - (h) by notice in writing resigns his office; or
 - (i) Becomes prohibited from holding office in a company by reason of any order or direction made in pursuance of the Corporations Law.

Removal by Members

- 4.23 Subject to this Constitution, eligible members in general meeting may, by ordinary resolution, remove any member or members of The Board or may remove the whole of The Board before the expiration of their term of office, and may by ordinary resolution appoint another person or persons in their stead. Any person so appointed shall hold office during only such time as the person in whose place that person is appointed would have held office if that person had not been so removed.

Declaration of Interest

- 4.24 Any member of The Board who has a pecuniary or other interest in a matter that The Board may be considering, must declare that interest and not vote on any motion relating to that matter.

The Board Meetings and Quorums

- 4.25 (a) The Board shall meet at least once per month.
- (b) The Honorary Secretary shall keep a record of all members of The Board present and of all resolutions and proceedings of The Board which shall be entered in the minute book provided for that purpose.
- (c) No business shall be transacted at any Board meeting unless a quorum is present at the place and the time The Board proceeds to business.
- (d) Four members of The Board actually present at a meeting shall constitute a quorum.
- 4.26 The President shall preside at every meeting of The Board. 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 absent or is unwilling to act as Chairman the Captain shall be the Chairman. If the Captain is absent or is unwilling to act the Treasurer shall be the Chairman. If the Treasurer is absent or is unwilling to act the members present shall elect a Chairman. The Chairman shall, in any case, where the voting on any issue is equal, have a casting vote as well as a deliberative vote.
- 4.27 The President may at any time, and the Honorary Secretary shall upon the request of not less than 3 members of The Board, convene a special meeting of The Board.

Annual Budget

- 4.28 The Board shall cause to be prepared a budget of projected income and expenditure in advance of each financial year. An explanatory summary of the budget and any subsequent variation thereof shall be placed on The Club Notice Board, for the information of the general body of members, not less than 14 days prior to the annual general meeting.

Delegates

- 4.29 The Board may appoint an ordinary or life member as a delegate of The Club at meetings of relevant golf related associations or other bodies.

Section 3: Responsibilities and Powers of The Board

General

4.30 The Board shall:-

- (a) manage and control all the business and finances of The Club;
- (b) exercise such powers, as are prescribed in this Constitution and in the bylaws, that are not required to be dealt with by the members in general meeting;
- (c) generally, do everything in its power to further the objects of The Club; and
- (d) have power to engage, control and dismiss Club servants.

General Powers of the Board

4.31 The Board may exercise all such powers and do all such things as are permitted under this Constitution and which are not, by this Constitution or by statute, required to be exercised or done by the members in general meeting. These general powers include the making of by-laws in respect of any matter within the power of The Club or of The Board, but subject nevertheless to the provisions of any New South Wales law and this Constitution and directions given from time to time by the members in general meeting.

- 4.32
- (a) The power to make by-laws under this Constitution shall include the power to rescind or vary any by-law;
 - (b) Any by-laws made by The Board shall come into force and have full authority of a by-law of The Club upon being posted upon The Club Notice Board.

Particular Powers of The Board

4.33 In addition to all other powers contained in this Constitution, the by-laws or prescribed by any law, The Board shall have the authority to: -

- (a) Borrow or raise money and give security or authorise security to be given on behalf of The Club;
- (b) Raise or secure the payment or repayment of any such monies borrowed in such manner and upon such terms and conditions in all respects as The Board may think fit;
- (c) Issue or sell bonds, perpetual or redeemable debentures or debenture stock, or other obligations of The Club whether perpetual or otherwise, and 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 matter and, if considered advisable, for any such purposes, The Board may charge, assign and convey as security all or any of The Club's property and assets, both present and future;

- (d) Engage and discharge and appoint the duties and powers of the Secretary Manager and determine the remuneration and terms of employment of such Secretary Manager;
- (e) Improve, manage, develop, sell, exchange, dispose of, turn to account or otherwise deal with any part of The Club's property;
- (f) Arrange all tournaments, competitions and matches and fix dates for all and any of them;
- (g) Interpret this Constitution for all purposes, such interpretation to be final unless rescinded by a general meeting;
- (h) Fix competition and green fees or similar charges;
- (i) Permit the use and enjoyment of the course and the clubhouse by members of other organisations on such conditions as it shall approve;
- (j) From time to time, make, alter and repeal all such by-laws as may be necessary or expedient for the proper conduct and management of The Club including, without limitation: -
 - (i) Such matters as are specifically authorised 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 management and control of play and dress on the course;
 - (v) The upkeep and control of the course;
 - (vi) The control and management of all competitions;
 - (vii) The conduct of members;
 - (viii) The privileges to be enjoyed by members;
 - (ix) The relationship between the members and club servants;
 - (x) The conduct and privileges of guests;
 - (xi) All matters which are commonly the subject matter of club rules or by-laws or which by this Constitution are not reserved for the decision of the members in general meeting;

Section 4: Responsibilities of Members of The Board

Responsibilities of the President

4.34 The President shall:-

- (a) be the principal officer of The Club and Chairman of The Board;

- (b) represent The Club, as appropriate, at meetings of relevant golf related organisations and associations but may be replaced by an appointed delegate; and
- (c) be an ex-officio member of every Management Committee appointed by The Board.

Responsibilities of the Vice President

4.35 The Vice President shall deputise for the President when necessary and, as a member of The Board, participate in the overall management of The Club.

Responsibilities of the Treasurer

4.36 The Treasurer shall chair the Finance Committee and, as a member of The Board, participate in the overall management of The Club.

4.37 The Treasurer shall:-

- (a) ensure that the correct records and accounts are kept which show the financial status of The Club;
- (b) be responsible for the preparation of financial budgets for consideration by The Board;
- (d) arrange for annual auditing; and
- (d) as at the last day of June in each year, compile the statements of income and expenditure and balance sheet of The Club, which after audit shall be circulated to members with the notice of the annual general meeting.

4.38 The Treasurer will maintain, with the assistance of the Honorary Secretary, a register of movable assets and may be a signatory for cheques on behalf of The Club.

4.39 The Treasurer shall also be responsible for such other functions as may be conferred upon the Treasurer by The Board or as may be prescribed in the by-laws from time to time, or both.

Responsibilities of the Honorary Secretary or Secretary Manager

4.40 The Honorary Secretary (or the Secretary Manager if one is appointed from time to time) shall be responsible to The Board for duties related to the general management and administration of The Club's activities, as determined by The

Board. These responsibilities shall include the overall supervision and control of all employees of The Club including, subject to The Board's concurrence or direction, the appointment and dismissal of such employees.

4.41 The Honorary Secretary shall, under the control of The Board and subject thereto, keep or cause to be kept on The Club's premises: -

- (a) A register of resolutions and proceedings of all meetings of The Club and The Board, properly entered into a minute book provided for that purpose;
- (b) All original correspondence received by The Club and copies of all outward correspondence. Correspondence may be destroyed after it is one year old provided it is not considered to be necessary as an ongoing record of The Club;
- (c) A proper register of members which shall record the names, addresses and date of entry as a member of The Club and the membership category of all members and the date of last payment by each member of his or her subscription;
- (d) A proper register of the members of The Board which shall record their names and addresses and attendances at Board meetings;
- (e) A register of assets containing up to date records of all non-consumable property of The Club, including all fixtures, fittings, furniture, equipment and the like;
- (f) Any other documents and securities of The Club.

4.42 The Honorary Secretary may attend all meetings of The Board and at such meeting may, when invited to do so, have the right to speak but not to vote and may arrange for the minutes of such meetings to be recorded.

4.43 If an Honorary Secretary is appointed by The Board, then The Board may appoint the Honorary Secretary as nominee for the liquor licence of The Club under the Act and for ensuring compliance with the liquor laws and the Act. The Board may appoint another person to be the holder of the liquor licence under the Act, and such person is then responsible for ensuring compliance with the liquor laws and the Act.

4.44 The Honorary Secretary shall arrange for a stocktake of bar stock, not less frequently than every quarter, on the last day of March, June, September and December in each year.

- 4.45 The Honorary Secretary shall arrange the procurement of all goods and services required by The Club, subject to any conditions prescribed in the by-laws.
- 4.46 If an Honorary Secretary is not appointed by The Board, The Board shall ensure that all the responsibilities of the Honorary Secretary are carried out by specific persons nominated by The Board.

PART FIVE – Fees and Finance

Section 1: Fees and Subscriptions

General

- 5.1 The Board shall determine, not later than the 31st day of May in each year, the entrance fees, subscriptions, levies or other charges, apart from bar levies and charges, payable by members in each membership category for the ensuing financial year provided that any increase in excess of 10 per cent of the then current rate, (excluding that portion which is attributable to the Goods and Services Tax and the imposition of any levy or other charge, apart from bar levies and bar charges), shall have been previously approved by a special general meeting held for that purpose. The Board, without reference to the members at a general or special meeting of members, may impose a bar levy or charge on all or any category of membership, either at a uniform rate across membership categories or at varying rates.

Annual Subscriptions

- 5.2 The Board shall firstly determine the subscription to be paid for the ensuing year for full playing members. This shall be known as the basic charge. Subscriptions payable by other categories of membership (including other categories of ordinary membership) shall be determined by The Board and calculated at the pro-rata rate to basic charge that The Board deems to be fair and reasonable.

Subscriptions payable in Advance

- 5.3 The annual subscription shall become due and payable on the first day of July in each year and is payable in full by that date.

Failure to Pay Subscription

- 5.4 Any member who fails to pay the subscription by the 31st day of July or within 14 days after notice of default is given to the member, shall not be entitled to the privileges of The Club or to play on the course until the subscription is paid.

Subscriptions in Arrears

- 5.5 If a member fails to pay the subscription by 31st day of July then that person's membership shall be revoked but may be reinstated by The Board upon receipt of a satisfactory explanation and payment of all arrears due.

New Member

- 5.6 A person, upon being elected after 31 December in any financial year of The Club as a new member, shall pay the full entrance fee (if any) and a proportion of the annual subscription as determined by The Board. A person, upon being elected prior to 31st day of December in any financial year of The Club, shall pay the full entrance fee (if any) and the full annual subscription.

Transfer of Category

- 5.7 A member transferring to a category with a higher subscription fee shall be liable for the difference in the fees for his or her current category and the category of desired transfer, applicable at the time of transfer.
- 5.8 No refund of the difference in entrance fee shall occur when a member transfers to a category with a lower entrance fee, but if the member later transfers back to the original higher category of membership, no additional entrance fee shall be payable.
- 5.9 Only one change of category may be allowed to a member in any one financial year.

Death, Resignation or Expulsion of Member

- 5.10 The Board may approve the adjustment of entrance fees or subscriptions or both where a member dies, resigns or is expelled from The Club.

Re-admittance of Resigned Member

- 5.11 A person who, having previously been a member, and who resigned that person's membership, may at the discretion of The Board and upon written application, be readmitted as a member without payment of an additional entrance fee (unless the entrance fee at the time is higher than the entrance fee paid when first admitted to membership), provided that the period between the member's resignation from The Club and the application for readmission does not exceed three years.

Levies and other Charges

- 5.12 The Board may, from time to time, on the authority of a special resolution carried at the annual general meeting or a special general meeting called for such purpose, make a levy or other charge on the members of The Club at such rate or of such amount as is required to meet The Board's immediate requirements:-
- (a) occasioned by a financial emergency;
 - (b) to meet the capital costs of carrying out works of a significant capital nature (other than ordinary maintenance) which The Board proposes to carry out;
 - (c) for the purchase of capital equipment; or
 - (d) for which ordinary revenue, after allowing for ordinary costs of administration, may not be sufficient.
- 5.13 A notice proposing such a levy or other charge shall be prominently displayed on The Club Notice Board for not less than 14 days before the scheduled meeting and shall clearly state the reason for making it, including a summary of the current financial status of The Club.
- 5.14 Any failure by a member to pay a levy or other charge approved in general meeting shall entail the same consequences as to loss or suspension of membership as would be entailed by failure to pay the annual subscription.

Section 2: Financial Controls

Financial Year

- 5.15 The financial year of The Club shall be from the 1st day of July in a year to the 30th day of June in the following year, both dates inclusive.

Accounts

- 5.16 The Club shall:
- (a) Keep such accounting records that correctly record and explain the transactions and financial position of The Club; and
 - (b) Keep its accounting records in such manner as will enable the preparation, from time to time, of true and fair accounts of The Club and allow the accounts to be conveniently and properly audited in accordance with this Constitution; and

- (c) Prepare accounts, accompanied by the auditor's report, for presentation to the annual general meeting; and
- (d) Retain the accounting records kept under this clause, for a period of at least seven years after the completion of the transactions to which they relate; and
- (e) Ensure that such accounts comply with the requirements of the Corporations Law and The Act; and
- (f) Keep the books of account at the registered office of The Club or at such other place as The Board thinks fit and shall, at any time, make the same available for inspection by members of The Board, in pursuance of any resolution by The Board.

Bankers

- 5.17 The Club's bankers shall be as determined by The Board from time to time. The Honorary Secretary and any approved member of The Board may sign cheques on behalf of The Club and every cheque shall bear two signatures. Where funds are to be electronically transferred, two signatures attached to the summary of the transaction will be necessary, prior to the funds being transferred. The Board shall determine which members of The Board are registered as approved signatories with The Club's bankers.

Other Fundraising

- 5.18 The Board may engage in fundraising activities including, without limitation, raffles, gala days, fetes, special functions and trade days, subject to compliance with the applicable laws and not to the undue detriment or inconvenience of members.

PART SIX – General Meetings and Voting

Annual General Meetings

- 6.1 The annual general meeting of The Club shall be held as soon as practicable after the end of the financial year but no later than four months after the end of the financial year, on a date determined by The Board.
- 6.2 The agenda for the annual general meeting shall be: -
- (a) To receive The Board's report, the statement of income and expenditure and balance sheet for the preceding financial year;
 - (b) To elect the officers of The Club and members of The Board for the ensuing year;
 - (c) To consider such business presented to the meeting of which due notice has been given;
 - (d) To consider any items of general business of which prior notice is not required;
 - (e) To appoint a member of:-
Chartered Accountants Australia and New Zealand or
CPA Australia or
The Institute of Public Accountants
To review The Club each year. Such appointed person to be called the Reviewer.

Special General Meetings

- 6.3 (a) A special general meeting may be called at any time by direction of The Board;
- (b) A special general meeting may be called upon the request in writing of at least ten members who are then full playing members or life members of The Club;
- (c) Any members' requisition for a special general meeting shall state in it the particular business to be transacted at the proposed meeting;
- (d) The requisition must be deposited at the registered office of The Club.
- 6.4 The Honorary Secretary shall convene any extraordinary general meeting or special general meeting of The Club, as directed by The Board or as properly requisitioned, by giving appropriate notice.
- 6.5 Not less than 14 clear days notice of the date, time and place appointed for the holding of the annual general meeting or special general meeting shall be sent by post or given to all members of The Club who are entitled to vote.

- 6.6 If The Board does not, within 21 days after the date of receiving a properly constituted requisition for a special general meeting, duly convene the meeting to be held, the requisitionists, or any of them, may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition with The Club.
- 6.7 In the case of a meeting at which a resolution is to be proposed as a special resolution, The Board shall be taken not to have duly convened the meeting if it does not give notice as required by the Corporations Law.
- 6.8 Any meeting convened by the requisitionists shall be convened in the same manner, or as nearly as is possible in the same manner, as that in which meetings are convened by The Board.
- 6.9 Any reasonable expense incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by The Club.
- 6.10 The accidental omission to give notice of a meeting or the non receipt of a notice of a meeting by any member shall not invalidate the proceedings at the meeting.

Quorum at General Meetings

- 6.11 Save as otherwise provided in this Constitution or required under the Corporations Law or the Act, ten members personally present and entitled to vote shall be a quorum at a general meeting.
- 6.12 No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

Adjournment

- 6.13 If, within 15 minutes after the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day during the next week, at the same time and place, or at such other day, time and place as The Board, by notice to the members, may appoint, provided that the adjournment period shall not exceed 21 days. If at such adjourned meeting a quorum is not present when the meeting proceeds to business, those members

present and entitled to vote shall constitute a quorum and may transact the business for which the meeting was called.

Proxies

- 6.14 No proxy voting shall be allowed at any general meeting or at a Board or Management Committee meeting.

Voting and Ballots

- 6.15 Except as provided elsewhere in this Constitution, all questions to be determined at a meeting shall be decided by a show of hands unless a ballot be requested by at least ten of the members present and entitled to vote. Any such ballot shall be held without adjournment and the results of the ballot will be deemed to be the resolution of the meeting at which the ballot is requested. In the case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to the Chairman's deliberative vote.
- 6.16 Any ballot will be conducted in such manner as directed by the Chairman of the general meeting. When the Chairman directs that a secret ballot be held, the Chairman shall appoint two members to act as scrutineers. The scrutineers will issue one ballot paper to each full playing and life member present and shall collect the papers after the votes have been recorded.

Obligatory Ballots

- 6.17 Voting by secret ballots shall be obligatory for all motions concerning:-
- (a) the election of officers (except when a candidate is unopposed);
 - (b) changes to this Constitution;
 - (c) appeals against expulsion; or
 - (d) in any other case prescribed by this Constitution.

Proportional Voting

- 6.18 Each full playing and life member is entitled to cast one vote only in each ballot.

Declaration by Chairman

6.19 At any general meeting, unless a ballot is required, a declaration by the Chairman that a resolution has or has not been carried and an entry to that effect in the book of proceedings of The Club shall be conclusive evidence of the fact without proof, of the number or proportion of the vote recorded in favour of or against the resolution.

Minutes

6.20 Minutes of all resolutions and proceedings at general meetings shall:-

- (a) be made in a book provided for that purpose;
- (b) be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting; and
- (c) if purporting to be so signed, be receivable as evidence of the facts therein stated without further proof.

PART SEVEN – General

Guests

- 7.1 (a) A guest accompanied by a member may, on his or her own name being duly entered into the register, have use of The Club's amenities. No member shall introduce a visitor or visitors more frequently than may, for the time being, be provided by any by-law;
- (b) The guest shall, at all time on The Club premises, remain in the reasonable company of the member introducing the guest and shall not remain on The Club premises for any longer than that member remains on the premises;
- (c) Members shall be responsible for the conduct of any guests they may introduce to The Club;
- (d) No guest shall be supplied with refreshments or intoxicating liquor on The Club premises unless at the invitation and in the reasonable company of the members and provided such guest is of or over the age of 18 years;
- (e) The Board shall have power to make by-laws from time to time relating to guests of The Club;

Auditor

- 7.2 (a) The Reviewer appointed under clause 6.2 (e) shall review the financial reports, rather than audit the financial reports each year before 31st October.

Common Seal

- 7.3 The Club shall have a Common Seal which shall be kept in the custody of the Honorary Secretary.
- 7.4 The Common Seal shall not be affixed to any instrument except: -
- (a) By the authority of a resolution of The Board, and
- (b) In the presence of at least two members of The Board who each shall sign every instrument to which the Common Seal is affixed in their presence.
- 7.5 A register of usage of the Common Seal shall be maintained by the Honorary Secretary.

7.6 Alternatively The Club may execute documents, by prescribed persons, without a seal in accordance with the authority given by Section 127 of the Corporations Law.

Notices

- 7.7 (a) Any notice required to be served under or pursuant to this Constitution may be served by The Club upon any member either;
- (i) personally;
 - (ii) by sending it through the post in a pre-paid letter envelope or wrapper addressed to such member at his place of address shown in the register of members ("The member's registered place of address");
 - (iii) by leaving it in a envelope or wrapper addressed as aforesaid at the member's registered place of address; or
 - (iv) by sending it electronically to the member at the member's notified email address;
- (b) 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 taken to be his or her registered place of address within the meaning of this clause;
- (c) As regards those members who have no registered place of address in the Commonwealth of Australia, a notice posted on The Club Notice Board shall be taken to be served on that or those members at the expiration of 24 hours after it is posted to the notice board;
- (d) (i) Any notice sent by post shall be taken to have been served on the next business day following that day on which the letter envelope or wrapper containing the same is posted;
- (ii) Proof of service shall be sufficiently proved if that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or some other postal receptacle;
- (iii) A certificate in writing signed by the Honorary Secretary or other officer of The Club that the letter, envelope or wrapper containing the notice was addressed and posted shall be prima facie evidence thereof;
- (iv) Any notice sent electronically shall be taken to have been served at the time it is dispatched from the sender's email address;
- (e) Any notice or document sent by post, whether by posting it at a post office or in some other postal receptacle to, or left at the registered address of any member, pursuant to this Constitution shall, notwithstanding that such member be then deceased, and whether or not The Club shall have notice of the member's death, be taken to have been duly served and for all

purposes shall be deemed a sufficient service of such notice or document on that members, heirs, executors, administrators or legal personal representatives;

- (f) The signature on any notice to be given by The Club may be written or printed;
 - (g) Where a given number of days notice or a notice extending over any period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or such period.
- Indemnities

7.8 All officers, whether honorary or paid, and all employees of The Club are hereby indemnified against all liability properly incurred by them in the proper performance of their duties or when acting for the benefit of The Club.

Competitions

- 7.9 (a) The Board shall arrange and control all competitions and matches and The Board's decisions on all points connected with competitions and matches shall be final; and
 - (b) 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 body controlling, for the time 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 The Club.
- 7.10 No member of any class shall compete for any prize whilst he or she shall be more than one calendar month in arrears as to any money due by him or her to The Club. The acceptance of any entrance fee for any competition by an officer or servant of The Club shall not limit, modify or waive this restriction.
- 7.11 The Board may open the course to the general public, for the purposes of playing golf only, on any day except during the hours of any competition organised by The Club provided that any person playing golf on any such day shall pay the normal green fees charged to visitors to The Club and shall abide by all rules and regulations applying to golfers playing golf on the course.
- 7.12 An annual calendar of golfing events shall be prepared and will be made available to all classes of playing members upon request.

Liquor and Gambling

- 7.13 (a) No liquor shall be sold or supplied to any person under 18 years of age;
- (b) No person under 18 years of age shall use or operate or be allowed to use or operate any approved gaming machines on The Club premises;
- (c) The Board shall ensure that The Club operates in compliance with the Liquor Laws and with the Act.

General

- 7.14 No payment or part payment of the remuneration of the Honorary Secretary or other servant of The Club shall be made by way of commission or allowed from or upon the receipts of The Club for liquor supplied.

Inspection of Records

- 7.15 Upon reasonable prior written notice, any member may inspect and make a copy of or take an extract from, but not remove from the office of The Club, the register of members, the register of The Board members, the minutes of general meetings and the published accounts of The Club provided such inspection and copying is undertaken during normal office hours, and at the cost of the member.

Copy of Constitution and By-laws

- 7.16 Every member of The Club and every applicant for membership shall be entitled to a copy of the Constitution and of any by-laws made pursuant to the Constitution and may obtain the same from the office of The Club during normal office hours. The Club may recoup from the member or applicant the reasonable cost of copying the documents. As an alternative, the member or applicant may access the Constitution on The Club's website.
- 7.17 Winding up:
- (a) If The Board is of the opinion that The Club should be wound up, or, on the application in writing made to The Board by not less than 30 members entitled to vote signifying their desire that The Club be wound up, The Board shall convene an extraordinary general meeting to consider the question;
- (b) At such extraordinary general meeting a special resolution shall be required to be passed to effect a winding up of The Club;

- (c) If, on the winding up of The Club, any property of The Club remains after satisfaction of the debts and liabilities of The Club and the costs, charges and expenses of that winding up, that property shall be distributed to:
 - (i) Another incorporated association having objects similar to those of The Club, or
 - (ii) For charitable purposes, but no part of the profits or other income of The Club shall be applied to or paid for the benefit of members of The Club;
- (d) The particular incorporated association or charity, as the case may be, shall be determined by resolution of members when authorising and directing the committee to prepare a dissolution plan for distribution of the surplus property of The Club.

SCHEDULE 1

Mandatory Rules of Registered Clubs – Section 30 of Registered Clubs Act 1976

REGISTERED CLUBS ACT 1976 - SECT 30

Rules of registered clubs

30 Rules of registered clubs

- (1) The rules of a registered club shall be deemed to include the following rules:
- (a) The governing body of the club responsible for the management of the business and affairs of the club is to be elected:
- (i) annually, or
 - (ii) if a rule of the club so provides-biennially, or
 - (iii) if a rule of the club so provides-in accordance with Schedule 4,
- at an election in respect of which the full members only of the club (or a subclass of full members determined by a rule of the kind referred to in subsection (9)) are entitled to vote.
- (b) A person shall not hold office as a member of the governing body of the club unless the person is a full member of the club.
- (c) The governing body of the club shall hold a meeting at least once in each month of the year and minutes of all proceedings and resolutions of the governing body shall be kept and entered in a book provided for the purpose.
- (d) A person shall not:
- (i) attend or vote at any meeting of the club or of the governing body or any committee of the club, or
 - (ii) vote at any election of, or of a member of, the governing body of the club,
- as the proxy of another person.

- (f) A person shall not be admitted to membership of the club except as an ordinary member (whether or not persons may be admitted as different classes of ordinary members), provisional member, life member, honorary member or temporary member.
 - (g) A person shall not be admitted as a member of the club, other than as a provisional member, honorary member or temporary member, unless the person is elected to membership at a meeting of the full members of the club or at a duly convened meeting of the governing body or election committee of the club, the names of whose members present and voting at that meeting are recorded by the secretary of the club.
 - (h) An employee of the club shall not vote at any meeting of the club or of the governing body of the club, or at any election of the governing body of the club, or hold office as a member of the governing body of the club.
 - (h1) An employee of the club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the governing body of the registered club.
 - (i) Any profits or other income of the club shall be applied only to the promotion of the purposes of the club and shall not be paid to or distributed among the members of the club
 - (j) The fee payable by, or by any class of, ordinary members for membership of the club shall be an amount, not being less than \$2 per annum, specified in the rules of the club other than the rules contained in this subsection or subsection (2) and be payable annually or, if the rules of the club other than the rules contained in this subsection or subsection (2) so provide, by monthly, quarterly or half-yearly instalments, and in advance, or for more than 1 year in advance.
- (2) The rules of a registered club shall be deemed also to include the following rules:
- (a) The names and addresses of persons proposed for election as ordinary members of the club shall be displayed in a conspicuous place on the premises of the club for at least 1 week before their election.

- (b) An interval of at least 2 weeks shall elapse between the proposal of a person for election as an ordinary member of the club and his or her election.
- (c) A person shall not be admitted as an honorary member or as a temporary member of the club unless:
 - (i) the person is admitted in accordance with the rules of the club, and
 - (ii) subsection (3A) is complied with in the case of an honorary member or subsection (3B) is complied with in the case of a temporary member.
- (d) Liquor must not be sold, supplied or disposed of on the premises of the club to any person who is not a member of the club except:
 - (i) on the invitation and in the company of a member of the club, or
 - (ii) if the person is attending a function in respect of which a club functions authorisation under section 23 is in force.
- (e) A person under the age of 18 years must not be admitted as a member of the club unless the purpose of membership is to enable the person to take part in regular sporting activities organised by the club.
- (f) A person under the age of 18 years shall not propose or second a person for admission as a member of the club.
- (g) Liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of 18 years.
- (h) A person under the age of 18 years shall not use or operate approved gaming machines on the premises of the club.
- (i) A register of persons who are full members of the club shall be kept in accordance with section 31.
- (j) A register of persons who are honorary members of the club (other than honorary members referred to in section 30A) is to be kept in accordance with section 31.
- (j1) A register of persons who are honorary members of the club, being

persons referred to in section 30A, who attend the club on any day is to be kept in accordance with section 31 as a separate register from the register referred to in paragraph (j).

- (k) A register of persons of or above the age of 18 years who enter the premises of the club as guests of members shall be kept in accordance with section 31.
 - (l) A register of persons who are temporary members of the club (other than temporary members referred to in subsection (10)) is to be kept in accordance with section 31.
 - (m) A register of temporary members of the club (other than temporary members referred to in subsection (10)) who attend the club each day is to be kept in accordance with section 31 either as a separate register or as part of the register referred to in paragraph (l).
- (2A) If the rules of a club provide for the admission of honorary members or temporary members, the rules are taken also to include a rule that there is to be prominently displayed at all times at each entrance on the club premises at which members and guests are permitted to enter:
- (a) subject to any exception created by the regulations under subsection (3C), a map that clearly shows the limits of the area within which an ordinary resident of the area is not eligible for temporary membership otherwise than under section 30 (10), and
 - (b) the rules of the club that relate to temporary membership of the club, and
 - (c) a copy of section 30 (10), unless the rules of the club provide that the provisions of that subsection do not apply to the club, and
 - (d) a copy of the definition of "guest" in section 4.
- (3) A rule referred to in subsection (1), (2) or (2A) has effect notwithstanding the provisions of any other law except a provision of this section.
- (3A) The rules of a registered club may not provide for a person to be an honorary member of the club unless the person holds office as a patron of the club or is a prominent citizen or local dignitary.
- (3B) A person whose ordinary place of residence is in New South Wales and is within a radius of 5 kilometres from the premises of a registered club (in this

subsection referred to as "the host club") is not eligible for admission as a temporary member of the host club unless the person is:

- (a) a member of another registered club with similar objects to those of the host club, or
 - (b) a member of another registered club who is attending the host club as provided by subsection (10).
- (3C) The regulations may create exceptions to subsection (3B).
- (4) The provisions of subsection (1) (a) and (g) do not apply in respect of any club while:
- (a) a person is acting in a capacity referred to in section 41 (1) in respect of that club, and
 - (b) that club does not, as a result of a person having been appointed so to act, have a governing body.
- (5) Subsections (1) (a) and (g) and (2) (a) and (b) do not apply in respect of any club declared under section 13 (1) (b) to be an exempt club for the purposes of section 10 (5).
- (5A) Subsection (1) (d) does not apply in respect of a registered club that is:
- (a) a race club registered or licensed by Racing New South Wales, or
 - (b) a harness racing club registered by Harness Racing New South Wales, or
 - (c) a greyhound racing club registered by Greyhound Racing New South Wales.
- (6) Subsection (2) (d) does not apply:
- (a) in respect of the Sydney Cricket Ground Club, the Australian Jockey Club Limited (ACN 130 406 852), the Newcastle International Sports Centre Club referred to in clause 9 of Schedule 5 to the Sporting Venues Authorities Act 2008 or any other club declared under subsection (7) to be an exempt club for the purposes of this paragraph, or
 - (b) in respect of the sale, supply or disposal of liquor to any person, other than a member, in any part of the premises of a registered club while

a reception is being held in that part where that person has been invited to the reception by a person entitled to issue the invitation.

- (7) The Governor may, by order published in the Gazette, declare any club to be an exempt club for the purposes of subsection (6) (a).
- (8) Any rule of a registered club (except a rule that is deemed by subsection (10) to be included in the rules of the club) that is inconsistent with any rule specified in subsection (1) or (2) is to the extent of the inconsistency of no force or effect.
- (9) For the purposes of subsection (8) a rule of a club is not inconsistent with a rule specified in subsection (1) or (2) by reason only that:
- (a) in relation to the election of the governing body of the club, referred to in subsection (1) (a), the rules of the club provide that the members of the club entitled to vote at that election consist of such class or classes of full members specified in those rules as comprises or comprise not less than 25% of the full members of the club,
 - (b) in relation to the age of any person, it specifies an age that is higher than the age specified in a rule contained in subsection (2), or
 - (c) the fee payable by, or by any class of, ordinary members for membership of the club is an amount specified or determined in accordance with the rules of the club that exceeds \$2 per annum and is payable, as may be provided by the rules of the club other than the rules contained in subsection (1) or (2), annually or by quarterly or half-yearly instalments.
- (10) The rules of a registered club (in this subsection referred to as "the host club") shall, unless its rules provide that the provisions of this subsection do not apply to that club, be deemed to include a rule that a full member of any other registered club or any interstate club (as defined in subsection (13)) who, at the invitation of the governing body or of a full member of the host club, attends on any day at the premises of the host club for the purpose of participating in an organised sport or competition to be conducted by the host club on that day shall be a temporary member of the host club from the time on that day when he or she so attends the premises of the host club until the end of that day.
- (11) Any person who is a temporary member of a registered club under the rule deemed by subsection (10) to be a rule of a registered club shall, for the purposes of this Act, be deemed to have been admitted as a temporary member of that club in accordance with its rules.

- (12) The provisions of:
- (a) subsection (2) (c) do not apply to a temporary member referred to in subsection (10) of a registered club, and
 - (b) subsection (10) do not affect the right of a registered club to make rules with respect to the admission of persons as temporary members of the club.
- (13) For the purposes of subsection (10), an interstate club is a club that is:
- (a) incorporated in a Territory or in a State other than New South Wales, and
 - (b) licensed, permitted or otherwise authorised under the law in force in the Territory or State to sell liquor, and
 - (c) licensed, permitted or otherwise authorised under the law in force in the Territory or State to keep and to operate poker machines within the meaning of the Gaming Machines Act 2001 .

For the purposes of subsection (10), a full member of an interstate club is a member of an interstate club who has full voting rights at general meetings of the interstate club.