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CONSTITUTION of MURWILLUMBAH GOLF CLUB LIMITED ABN 80 001 034 813

1. NAME OF THE COMPANY

1.1 The name of the company is Murwillumbah Golf Club Limited (hereinafter referred to as "**the Club**").

2. PRELIMINARY COMPANY MATTERS AND INTERPRETATION

2.1 The Club is a company limited by guarantee and shall be a non-proprietary company.

2.2 The liability of the members is limited.

2.3 Members Guarantee:

(a) Each full member of the Club undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up whilst he or she is a member or within one year of the date that he or she ceases to be a member.

(b) The contribution in Rule 2.3(a) shall be for the payment of debts and liabilities of the Club incurred before the member ceased to be a member and costs, charges and expenses of the winding up.

2.4 The Club is established for the purposes and objects set out in this Constitution.

2.5 Pursuant to Section 135(2) of the Act, all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

2.6 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.

2.7 A decision by the Board on the construction or interpretation of the Constitution or any Rule or By-law of the Club made pursuant to this Constitution or on any matter arising there from shall be conclusive and binding on all members of the Club.

2.8 Words importing the singular number also include the plural and vice versa and words indicating the masculine gender include the female gender and vice versa.

3. DEFINITIONS

3.1 In this Constitution unless the context or subject matter is inconsistent:

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

(b) "**The Board**" means the Members for the time being of the Club's Board of Directors.

(c) "**By-laws**" means the By-laws made in accordance with this Constitution.

(d) "**Club Notice Board**" means a board or boards designated and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

(e) "**Constitution**" means this Constitution and its Rules.

(f) "**Core property and non-core property**" means any real property owned or occupied by the Club referred to in Section 41J of the Registered Clubs Act 1976 as amended.

(g) "**Director**" means a person who is a member of the Board.

(h) "**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.

(i) "**Full Member**" means a person who is an ordinary member or a life member of the Club.

- (j) **“Gaming Machine Act”** means the Gaming Machine Act 2001. Any reference to a provision of the Gaming Machine Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machine Act however that provision may be amended in that legislation.
- (k) **"General Meeting"** includes Annual General Meeting.
- (l) **"In writing"** and **"written"** include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.
- (m) **“Liquor Act”** means the Liquor Act 1992. When any reference is made to a provision of the Liquor Act, that reference is to that provision as modified by any law for the time being.
- (n) **"Month"** means calendar month.
- (o) **"Officer"** means an officer as defined in the Act.
- (p) **"Ordinary Member"** means a member of the Club other than a life member, foundation member, honorary member, temporary member or provisional member.
- (q) **“Playing Member”** means a member who is entitled under this Constitution or By-laws to play in Club organised golfing competitions requiring a Golf Australia handicap.
- (r) **"Registered Clubs Act"** means Registered Clubs Act 1976. When any reference is made to a provision of the Registered Clubs Act, that reference is to that provision as modified by any law for the time being.
- (s) **“Rules”** means the rules comprising this Constitution.
- (t) **"Secretary"** means Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purposes of the Registered Clubs Act.
- (u) **"Special Resolution"** has the meaning assigned thereto by the Act.
- (v) **“the Authority”** means the Casino, Liquor and Gaming Control Authority referred to in the Registered Clubs Act 1976 and Registered Clubs Regulations as amended.
- (w) **“the Director”** means the Director of Liquor and Gaming referred to in the Registered Clubs Act 1976 and the Registered Clubs Regulations as amended.
- (x) **"The office"** means the registered office for the time being of the Club.
- (y) **“Top Executive”** means the Secretary and other person or persons defined and referred to in Section 41B (1) of the Registered Clubs Act 1976 as amended.

4. OBJECTS

4.1 The objects for which the Club is established are:

- (a) To promote and conduct the game of golf and such other sports, games, amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient.
- (b) To promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sport and to offer, 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 will 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 the holding or promotion of which the Club may have subscribed out of its income or property and which, under the regulations affecting the said match, sporting event, trial or competition, may be awarded to that person.

- (c) To affiliate with the New South Wales Golf Association, Northern Rivers Golf Association, Golf Australia or other sporting associations and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting or controlling golf or other games, sports and pastimes.

5. POWERS

5.1 To give effect to the Objects, the Club may:

- (a) construct, establish, provide, maintain and conduct such golf course or courses, other sporting and playing areas, grounds and facilities as the Club may determine and to construct, provide, establish, furnish and maintain clubhouses, pavilions and other buildings containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.
- (b) purchase, hire, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights or privileges or other property whether real or personal which may be requisite for the purposes of or capable of being conveniently 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 or otherwise deal with all or any part of the property or rights of the Club.
- (c) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (d) To raise money by application fees, subscriptions and other charges or levies payable by members and to grant rights and privileges to members.
- (e) 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 the Club and prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by virtue of Rule 6 of this Constitution.
- (f) To buy, make, supply, sell, repair and deal in all kinds of apparatus or materials used in connection with golf and any other sports, games, recreation, amusements, entertainments and pastimes and all kinds of provisions and refreshments both liquid and solid required or used by the members of the Club or other persons using the Clubhouse, golf course and grounds, other buildings, amenities and conveniences.
- (g) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (h) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the real or personal property of the Club.
- (i) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of 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.
- (j) 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 that person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (k) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such investments and in such manner as may be deemed fit and from time to time to vary and realise those investments.
- (l) To appoint, employ, remove or suspend managers, clerks, secretaries, contractors and other persons as may be necessary or desirable for the purposes of the Club.

- (m) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (n) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club, or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (o) To sell or dispose of the undertaking of the Club, or any part thereof, for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (p) To insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of his or her employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claims by reason of any such risk, accident or fidelity, and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any of those persons and to grant pensions and allowances and to pay premiums or other amounts on such insurance funds, pensions or allowances.
- (q) To make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (r) To make donations for charitable, benevolent or patriotic purposes.
- (s) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act, the Gaming Machines Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a Secretary to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.
- (t) To do all or any of the above mentioned things either alone or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agent, contractor, trustee or otherwise.
- (u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

6. INCOME AND PROPERTY OF THE CLUB

- 6.1 The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club.
- 6.2 Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a Director or a member of any committee of the Club, shall not be entitled under the Constitution 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.
- 6.3 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 Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for a Certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- 6.4 A Director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 6.5 Subject to Rule 6.6 below, nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;

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

6.6 A Director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act ;
- (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
- (c) interest at the rate referred to in Rule 6.5(c) above on any money lent by the Director to the Club;
- (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act;
- (e) rent referred to and in accordance with Rule 6.5(d) above.

7. DISSOLUTION: APPLICATION OF CLUB PROPERTY

7.1 If the Club is wound up or dissolved and there remains after the satisfaction of all the Club's debts and liabilities, any property whatsoever, that property shall:

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:

- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof;
- (b) the Supreme Court of New South Wales.

8. LIQUOR

- 8.1 (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 8.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

- (c) The Secretary or an employee, Director or member of any committee of the Club shall not be entitled under this Constitution 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.

9. GAMING

- 9.1 A person under the age of 18 years shall not use or operate the gaming machines or gaming facilities of the Club.
- 9.2 Subject to Section 73(2) of the Gaming Machines Act 2001, 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.
- 9.3 Subject to Section 74(2) of the Gaming Machines Act 2001, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP AND ORDINARY MEMBERS

Membership Generally

- 10.1 The number of Full Members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
- 10.2 A person must not be admitted as a Member of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
- 10.3 A person who is under the age of 18 years shall not be admitted to any class of Ordinary Membership except as a Junior Member.
- 10.4 All classes of membership are open to both genders.
- 10.5 Unless and until otherwise determined by the Board, the classes of Ordinary Membership are:
- (a) Playing Member;
 - (b) Country Playing Member;
 - (c) Junior Playing Member; and
 - (d) Social Member.
- 10.6 At the date of the adoption of this Constitution by members, all members in the Club's Register of Members shall be transferred to the same corresponding class of member hereinbefore stated with the exception of Associate Playing Members who shall become Playing Members.
- 10.7 The persons whose names are entered in the Club's Register of Members at the date of adoption of this Constitution and other persons as the Board subsequently admits to membership in accordance with this Constitution are the members of the Club.

Ordinary Membership

- 10.8 The qualifications of a person for admission to the following classes of Ordinary Membership are:
- (a) Playing Member:

A person who has attained the age of 18 years and who is admitted as a Playing Member of the Club.

(b) Junior Playing Member:

A person who is under the age of 18 years and who is admitted as a Junior Playing Member of the Club.

(c) Social Member:

A person who has attained the age of 18 years and who is admitted as a Social Member of the Club.

(d) Country Playing Member:

A person who has attained the age of 18 years and his or her ordinary place of residence is outside a radius of 150 kilometres from the Club's premises at Murwillumbah and is a financial Playing Member of another affiliated Club and is admitted as a Country Playing Member of the Club.

11. LIFE MEMBERSHIP

- 11.1 A Life Member shall be any member who has rendered meritorious service to the Club or for any other commendable reason has been granted Life Membership by resolution carried by a two-thirds majority of those members present and voting at a General Meeting following the submission of a recommendation from the Board.
- 11.2 A Life Member shall have all the rights and privileges of a Playing Member but shall be exempt from payment of the annual membership subscription.

12. VOTING RIGHTS OF MEMBERS

Voting Entitlements and Restrictions

- 12.1 Playing Members and Life Members shall be the only members entitled to attend and vote at General Meetings and vote in the election of the Board of the Club and must at all times be at least 25% of all Full Members of the Club.
- 12.2 A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any Committee or Section thereof; or
 - (b) vote at any election including an election of a member or an election of the Board as the proxy of another person.
- 12.3 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club or in any election held by the Club or in the election of the governing body of any Section or association affiliated with the Club.

13. PLAYING AND OTHER RIGHTS OF MEMBERS

- 13.1 The rights of members to use the Club's golf course and other facilities and amenities shall be as determined by the Board from time to time by By-law or otherwise.
- 13.2 Without limiting the general powers of the Board pursuant to Rule 13.1, all members hereby acknowledge and accept that the Board has the power from time to time to exclude any person from the Club's premises (either

with or without that member's or other person's agreement) in accordance with the Club's policy on the responsible service of alcohol and the policy on the responsible conduct of gambling (as adopted and amended by the Board from time to time).

14. HONORARY MEMBERS

- 14.1 The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron for the time being of the Club;
 - (b) any prominent citizen or dignitary visiting the local community or the Club.
 - (c) any person who has rendered outstanding services to the club or who holds or has held a position prominent in the club or in the community or the golfing or sporting fraternity.
- 14.2 The Board may exempt Honorary Members from any obligation or liability with respect to the payment of entrance fees and subscriptions.
- 14.3 Honorary Members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Honorary Members are not entitled to vote at any General Meeting or 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.
- 14.4 The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
- 14.5 When honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:
- (a) the name in full or the surname and initials of the Honorary Member; and
 - (b) the residential address of the Honorary Member; and
 - (c) the date on which Honorary Membership is conferred; and
 - (d) the date on which the Honorary Membership is to cease.

15. TEMPORARY MEMBERS

- 15.1 The following persons may be made Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or at least a radius of 5 kilometres from the Club's premises or a greater distance as the Board may determine by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends 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 that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) An interstate or overseas visitor.
- 15.2 Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.

- 15.3 Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Temporary members are not entitled to attend or vote at any General Meeting or to be nominated for or elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- 15.4 The Secretary, or in the Secretary's absence, the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
- 15.5 A person under the age of 18 years shall not be admitted as a Temporary Member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 15.1(c).
- 15.6 When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 15.1(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
- (a) the name in full, or the surname and initials, of the Temporary Member; and
 - (b) the residential address of the Temporary Member; and
 - (c) the date on which Temporary Membership is granted; and
 - (d) the signature of the Temporary Member

16. PROVISIONAL MEMBERS

- 16.1 A person may be admitted to Provisional Membership of the Club pending the Board's decision in relation to his or her application for Ordinary Membership. The requirements for admission to Provisional Membership are:
- (a) The person has applied for a class of ordinary membership on the Club's nomination form; and
 - (b) The person has paid the appropriate entrance fee (if any), membership subscription and, in the case of a Playing Member, any optional annual green fee applicable.
- 16.2 Should a person who is admitted as a provisional member not be elected to ordinary membership of the Club within 6 weeks from the date of depositing the nomination form at the office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a provisional member. The entrance fee (if any) and membership subscription submitted with the nomination form will be returned to that person in full. Any annual green fee so submitted in conjunction will be refunded in part at the discretion of the Board in each instance.
- 16.3 If the Board approves the application for membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of ordinary membership applied for.
- 16.4 Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Provisional members are not entitled to attend or vote at any General Meeting or be nominated for or elected to the Board or any office of the Club or participate in the management and business affairs of the Club.

17. GUESTS

- 17.1 All members (except Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 17.2.
- 17.2 A Temporary member may bring into the non restricted areas of the Club premises a person who is under the age of 18 years as a guest and that guest shall remain in the company and immediate presence of that Temporary member acting as 'the responsible adult' pursuant to Rule 17.12.
- 17.3 A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law.
- 17.4 No member shall introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or has been suspended or who has been refused

admission to or has been turned out of the Club pursuant to the Rules of this Constitution or the Registered Clubs Act.

- 17.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 17.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 17.7 A guest must at all times remain in the reasonable company of the member who introduced that guest and countersigned the entry in the Register of Guests in respect of that guest.
- 17.8 A guest must not remain on the Club's premises any longer than the member who introduced that guest and countersigned the entry in the Register of Guests in respect of that guest.
- 17.9 The Secretary or senior employee then on duty may refuse a guest admission to the Club at any time or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 17.10 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 17.11 Unless the guest is under the age of 18 years, on each day a member first brings a guest into the Club, that member shall enter in the Register of Guests the full name and permanent address of that member and shall date and countersign that entry.
- 17.12 For the purposes of Rule 17.2, "responsible adult" means a person of or over the age of 18 years who, in relation to a person who is under that age, belongs to one or more of the following classes of persons:
 - (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

18. PATRON

- 18.1 The members may appoint a Patron at the Annual General Meeting. Nominations shall be taken at the General Meeting.
- 18.2 A Patron who is not a full member of the Club will be deemed to be an Honorary Member while he or she remains a Patron.

19. ELECTION OF MEMBERS

- 19.1 A person must not be admitted as an Ordinary Member of the Club unless that person is elected to membership at a meeting of the Board or a duly appointed Committee.
- 19.2 Nominations of candidates for Ordinary Membership must be proposed and seconded as follows:
 - (a) A candidate for membership of the Club as a Playing Member shall be proposed by one and seconded by another Playing Member (each of whom must have been a member of the Club for a minimum period of 12 months) or Life Member or by such other class of members as the Board may from time to time determine.
 - (b) A candidate for membership of the Club other than as a Playing Member, Honorary Member or Temporary Member shall be proposed by a Playing Member or Life Member and shall be seconded by a member belonging to any other class of membership other than a Junior Member, Honorary Member or Temporary Member provided that both the nominator and the seconder have been members of the Club for a minimum period of 12 months.
 - (c) The nomination of a candidate for membership of the Club who is under the age of 18 years may only be proposed and seconded in accordance with this Rule by members who have each attained the age of 18 years or more.

- 19.3 Every application for Ordinary Membership shall be in writing on a nomination form approved by the Board from time to time and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth and the age of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant;
 - (g) the signature of the proposer and signature of the seconder ; and
 - (h) such other particulars as may be prescribed by the Board from time to time.
- 19.4 The appropriate entrance fee (if any) and membership subscription must be lodged with the nomination form.
- 19.5 The Secretary must cause the name and address of the candidate to be displayed on the club notice board or in some other conspicuous place in the clubhouse for a continuous period of not less than 7 days before the election of the candidate as an ordinary member.
- 19.6 An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election.
- 19.7 The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and membership subscription lodged with the application.
- 19.8 The Board has power to make By-laws regulating all matters in connection with the election of a member not otherwise provided for in this Constitution.
- 19.9 When a person has been elected to membership, the Secretary shall enter that person's particulars in the Club's Register of Members.

20. TRANSFER OF MEMBERSHIP

- 20.1 The Board may, at its discretion, on the written application of a member who has the qualifications for membership of a different class, transfer that member from any class of ordinary membership to another class of ordinary membership. The Board may, if thought appropriate, make an adjustment to the entrance fee (if any) and membership subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.
- 20.2 The Board may appoint a Committee to exercise the Board's powers in relation to the transfer of membership.

21. SUBSCRIPTIONS, JOINING FEES AND LEVIES

- 21.1. Membership subscription shall be an annual fee and must be paid annually in advance, subject to Rule 21.6, or as the Board may otherwise determine. The Board shall from time to time prescribe the time and manner of payment and all other related matters not specifically provided for in this Constitution.
- 21.2. The Board shall from time to time prescribe the entrance fees (if any), subscriptions, levies, charges and other amounts payable by members of the Club. However, the amount payable by ordinary members shall not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- 21.3 The Board may impose levies and charges on members for general or special purposes.

- 21.4 The Board may create social and playing membership packages and promotions supplementary to and/or complimentary to current memberships, subject to the provisions of the Registered Clubs Act.
- 21.5 The Board may at any time or times suspend or reduce the payment of entrance and/or membership subscription fees. The Board has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise subject to the provisions of the Registered Clubs Act.
- 21.6 Any candidate elected as a Playing Member shall in respect of his or her membership pay one half of the annual membership subscription only if the member be elected after the expiration of six months from the date of commencement of the membership year. Any candidate elected in the last quarter of the membership year shall pay a pro-rata part of the annual membership subscription for the remainder of that membership year. Concessions shall not apply to a person who was a Playing Member of the Club during the immediate previous membership year.

22. UNFINANCIAL MEMBERS

- 22.1 If a member has not paid the membership subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member and shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club for any purpose without the permission of the Board; or
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) vote in the election of the Board;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) propose or second any person for membership of the Club.
- 22.2 The Club shall give a written notice by prepaid post to the member's address recorded in the Register of Members to each member who is not a Financial Member stating that the person is not a Financial Member and requiring that member to pay all outstanding money to the Club within 30 days after the date on which that notice is given. If the member does not pay to the Club all outstanding money within that time the member shall automatically cease to be a member of the Club; shall lose all privileges of membership and shall be removed from the Register of Members of the Club unless the Registered Clubs Act provides otherwise. If the member pays the membership subscription or other money within the time required by this Rule then that member will again be a financial member.

23. ADDRESSES OF MEMBERS AND CHANGE OF ADDRESS

- 23.1 A member must advise the Secretary of the Club of that member's new address within 14 days of changing his or her address from that address recorded in the Register of Members referred to in Rule 24.1(a).

24. REGISTERS OF MEMBERS AND GUESTS

- 24.1 The Club shall keep the following Registers pursuant to the Registered Clubs Act:
- (a) A register of persons who are Full members of the Club. This register shall set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the occupation;

- (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1) (b) of the Registered Clubs Act.
 - (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 15.1(c)) which shall be kept in accordance with Section 31(1) (d) of the Registered Clubs Act.
 - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1) (c) of the Registered Clubs Act.

25. DISCIPLINARY PROCEEDINGS

- 25.1 The Board has power to reprimand, caution, 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.
- 25.2 The Board must comply with the following procedure when exercising its power under Rule 25.1:
- (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. The member charged has the right to hear any evidence against him or her and to cross examine witnesses regarding their evidence.
 - (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 at least a two thirds majority of the Directors present vote in favour of that resolution.
 - (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 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.

- 25.3 In the event that a notice of charge is issued to a member pursuant to Rule 25.2(a), the Board may immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.

26. DISCIPLINARY COMMITTEE

- 26.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 25 to a Disciplinary Committee comprising not fewer than 3 Directors of the Club selected by the Board.
- 26.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 25 except that:
- (a) the quorum of the Disciplinary Committee shall be 3 Directors of the Club;
 - (b) all references to the Board in Rule 25 shall be read as being references to the Disciplinary Committee;
 - (c) all references to Directors in Rule 25 shall be read as references to members of the Disciplinary Committee.
- 26.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have power to impose any penalty permitted by Rule 25 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rule 25 is followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 26.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 26.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 26.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

27. SUSPENDED MEMBER

- 27.1 Any member suspended pursuant to Rules 25 or 26 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) vote in the election of the Board;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership.

28. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 28.1 In addition to the powers under Section 67A of the Registered Clubs Act, the Secretary or, subject to Rule 28.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) whose presence on the Club's premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act;
- (c) who hawks, peddles or sells any goods on the premises of the Club or otherwise uses the premises of the Club for any other unlawful purpose;
- (d) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is designated smoke-free;
- (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) who engages in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member;
- (g) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club;
- (h) who is currently under suspension under Rule 25.

28.2 If pursuant to Rule 28.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 28.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

28.3 Without limiting the provisions of Section 67A of the Registered Clubs Act, the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

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

29. RESIGNATION AND CESSATION OF MEMBERSHIP

29.1 A member may at any time resign from his or her membership of the Club by giving notice in writing to the Secretary.

29.2 A resignation pursuant to Rule 29.1 shall take effect from the date on which the notice is received by the Secretary.

29.3 Any member who has resigned pursuant to Rule 29.1 will not be entitled to any refund of membership fees or any part thereof unless the Board (in its absolute discretion) considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

30. BOARD OF DIRECTORS

30.1 The Board of the Club shall consist of nine (9) Directors who shall comprise a:

President.....*Chairman of the Board*

Captain.....*Chairman of Match Committee*

Treasurer.....*Chairman of Finance Committee*

Director.....*Chairman of Greens Committee*

Director.....*Chairman of House, Membership & Marketing Committee*

Ordinary Directors (4)

- 30.2 The Board shall be elected annually in accordance with Rule 31 and the Club By-laws.
- 30.3 A person shall not be eligible for election to the Board unless:
- (a) he or she is a Playing Member or Life Member of the Club of not less than 12 months standing in aggregate immediately prior to the election of the Board;
 - (b) the person declares in writing beforehand that he or she has received the education and training material for club directors that is approved by the Director in accordance with the Registered Clubs Act and the Club shall keep all such declarations in a register for a period of at least 3 years and make the register available to the Director on request.
- 30.4 A member who is:
- (a) an employee; or
 - (b) who is currently under suspension pursuant to Rule 25;
 - (c) not a Financial Member;
 - (d) a director of another registered club with objects similar to those of the Club Shall not be eligible to stand for or be elected or appointed to the Board.
- 30.5 The Directors holding office at the date of the special resolution adopting this Constitution shall be eligible to continue to hold office until the conclusion of the next Annual General Meeting.
- 30.6 A retiring Director shall, subject to this Constitution, be eligible for re-election.

31. ELECTION OF BOARD

- 31.1 The annual election of the Board shall be by a secret ballot amongst eligible members as per rule 12.2 conducted prior to the annual general meeting in accordance with the procedures determined by By-laws and in accordance with Section 30(1)(a2) of the Registered Clubs Act and in such manner as may be determined by the Registered Clubs Regulations.
- 31.2 The Board shall maintain By-laws consistent with the Registered Clubs Act and Registered Clubs Regulations to facilitate the annual election of the Board pursuant to rule 31.1.

32. POWERS OF THE BOARD

- 32.1 The Board shall be responsible for the management of the business and affairs of the Club.

General Powers

- 32.2 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 provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

Specific Powers

- 32.3 Without derogating from the general powers conferred by Rule 32.2 but subject to Rule 32.4, the Board shall have power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to Committees consisting of those Directors or full members of the Club as it thinks fit and may revoke that delegation.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as it thinks fit.

- (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the Club's affairs 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.
- (d) To determine who will be entitled to sign or endorse contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments on the Club's behalf.
- (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (f) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants 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 for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (g) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (h) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested, to define and limit the persons eligible for membership of any section or committee, to fix or approve a supplementary subscription or a charge for membership of any section or committee, to establish and amend from time to time rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and to terminate and dissolve any such section or committee or to change the composition of any section or committee.
- (i) To set the entrance fees, subscriptions, levies, charges and any other amount payable by members of the Club.
- (j) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (k) To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (l) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.
- (m) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club.
- (n) Subject to Section 41J of the Registered Clubs Act and related Regulation 47I of the Registered Clubs Regulations concerning the Club's "core property" and with the sanction of a General Meeting of the Club to exchange or sell any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease will not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act or licensed under the Liquor Act without the prior consent of the Licensing Court of New South Wales being obtained.

Material Changes to the Golf Course, Clubhouse and Other Capital Works

32.4 In respect to proposed material changes to:

- (a) the playing areas of the course and its environs including the positioning or shape of greens and tees and the addition or removal of bunkers or major hazards or the fundamental topography of the playing areas of the course and its environs; and
- (b) the clubhouse, car parks, other buildings and property improvements; the Board shall:
 - (i) present to members the plans of any such proposed material changes by displaying such plans and indicative cost prominently in the clubhouse for at least two (2) months prior to implementing the change; and
 - (ii) inform members of major works planned so that all members have the opportunity to provide the Board with constructive comment.

By-laws

32.5. The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

32.6 Without limiting the generality of Rule 32.5 the Board may regulate:

- (a) matters that the Board is specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the management and control of play and dress on the Club's premises;
- (e) the upkeep and control of the Club's property;
- (f) the control and management of all competitions;
- (g) the conduct of members and guests of members;
- (h) the privileges to be enjoyed by members;
- (i) the relationship between members and the Club's employees;
- (j) the procedure for elections;
- (k) the control and regulation of the Club's sections and committees and their conduct and activities; and
- (l) generally all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the members of the Club in General Meeting.

32.7. The Board has power to enforce or procure the enforcement of all By-laws by suspension from enjoyment of the Club privileges or any of them in accordance with the disciplinary proceedings provisions of this Constitution or otherwise as the Board thinks fit.

32.8 Any By-law made under Rule 32.5 shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

32.9 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

Sections and Committees

- 32.10 Without derogating from the general powers conferred by Rule 32.2, the Board shall have power from time to time to manage and control Sections and Committees of the Club.
- 32.11 The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on those terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
- 32.12 A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
- 32.13. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
- 32.14. Subject to the Board's absolute control and supervision, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). Each section or committee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.
- 32.15. The Constitution and By-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by a resolution of the Board.
- 32.16. A Committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all Committees. A Committee may meet and adjourn as it thinks proper. The meetings and proceedings of a Committee consisting of three (3) or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless the Board prescribes otherwise.
- 32.17. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

33. PROCEEDINGS OF THE BOARD

- 33.1 The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each month except January or December.
- 33.2 A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
- 33.3 A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent shall be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
- 33.4 The President shall be entitled to take the Chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Captain shall take the chair of the meeting. If the Captain is not present or is unwilling or unable to act then the Directors present shall elect one of their number to take the chair for that meeting.
- 33.5 The quorum for a meeting of the Board is five (5) Directors.
- 33.6 The President may at any time and the Secretary upon the request of not fewer than three (3) Directors shall convene a meeting of the Board.
- 33.7 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. In the event of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

- 33.8 The continuing Directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 33.9 All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 33.10 A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors. The resolution shall be passed when the last Director signs the document containing the resolution.

34. DECLARATIONS OF INTERESTS BY DIRECTORS

- 34.1 Any Director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the Director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 34.6.
- 34.2 The Club will comply with the requirements of the Registered Clubs Act and Regulations in relation to the recording and reporting of any declarations of a material personal interest made by a Director.
- 34.3 Any Director who has acquired a financial interest in respect of a hotel must give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 34.4 A Director must in accordance with the Registered Clubs act declare any gift or remuneration including any fee for service received from an affiliated body as defined in the Registered Clubs Act if the value of the gift or remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- 34.5 A Director must submit a written return in each year to the Club in accordance with the Regulations under the Registered Clubs Act declaring gifts or remuneration including any fee for service received by that Director from a person or organization that is a party to a contract or commercial arrangement with the Club.

Prohibition on Directors with Material Interests from Voting

- 34.6 In accordance with Section 195 of the Act, a Director who has a personal interest in a matter that is being considered at a meeting of the Board or of the Directors of the Club must not vote on the matter and must not be present while the matter is being considered at the meeting.
- 34.7 The Board shall not pass a resolution for the purpose of Section 195(2) of the Act exempting a Director from the provisions of Rule 34.6.

Register of Interests-Disclosures, Declarations and Returns

- 34.8 The Secretary shall keep, in accordance with the Registered Clubs Act and Regulations, a Register of Disclosures, Declarations and Returns made in relation to the Club pursuant to Rules 34.1 to 34.5 under Division 2 of Part 4 A of the Registered Clubs Act (including a declaration recorded as referred to in Section 41 D (4)).
- 34.9 Rules 34.1 to 34.8 do not limit the provisions of the Registered Clubs Act referred to in those Rules.

35. CONTRACTS WITH DIRECTORS

- 35.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- 35.2 A “pecuniary interest” in a company for the purpose of Rule 35.1 means:
- (a) a shareholding of more than 5% in a company (unless the company is of a kind referred to in sub paragraph (b)); and
 - (b) any shareholding interest in a company that carries on the business of supplying gaming machines or liquor to the Club.
- 35.3 Provided that the provisions of Rules 34.1, 34.5 and 35.1 have been satisfied with respect to a commercial arrangement or a contract:
- (a) the Director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract;
 - (b) the commercial arrangement or contract shall not, by reason of that Director’s interest, be avoided; and
 - (c) the Director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

36. CONTRACTS WITH SECRETARY OR OTHER TOP EXECUTIVE

- 36.1 Subject to Rule 36.2, the Club must not enter into a commercial arrangement or contract for the provision of goods and services with:
- (a) the Secretary or other Top Executive; or
 - (b) a close relative (as defined in the Registered Clubs Act) of the Secretary or other Top Executive; or
 - (c) a company or body in which the Secretary or other Top Executive or a close relative of the Secretary or other Top Executive has a pecuniary interest.
- 36.2 Rule 36.1 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
 - (b) a result of an open tender process conducted by the Club; or
 - (c) otherwise permitted by the Registered Clubs Act or Registered Clubs Regulations.
- 36.3 For the purpose of rule 36.1(c), a pecuniary interest has the same meaning as in Rules 35.2(a) and 35.2(b).

37. REMOVAL FROM OFFICE OF DIRECTORS

- 37.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any Director or Directors or the whole Board before the expiration of his or her or their term of office; and
 - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a Director in accordance with this Constitution.
- 37.2 Any person appointed pursuant to Rule 37.1 shall hold office during such time only as the person whose place he or she taking would have held same if he or she had not been so removed.
- 37.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provision of Section 203D of the Act shall be followed in relation to that meeting.

38. VACANCIES ON THE BOARD

- 38.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;
 - (d) by notice in writing given to the Secretary resigns from office as a Director;
 - (e) becomes prohibited from being a member of the Board by reason of an order made under the Act or is disqualified from holding office as a Director pursuant to any order or declaration made under the Registered Clubs Act;
 - (f) fails to disclose the particulars of any material personal interest in a matter that relates to the affairs of the Club as required by this Constitution and the Act;
 - (g) is convicted of an indictable offence or is made bankrupt;
 - (h) ceases to hold a qualification by which that person was appointed to or elected to hold office;
 - (i) ceases to be a financial member of the Club;
 - (j) ceases to be a full member of the Club; or
 - (k) becomes an employee of the Club.
- 38.2 The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.

39. GENERAL MEETINGS

Calling and Holding General Meetings

- 39.1 A general meeting of the members of the Club must be held for a proper purpose.
- 39.2 A general meeting known as the Annual General Meeting shall be held once in every calendar year at such date, time and place as may be determined by the Board but within five (5) months of the close of the financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
- 39.3 The Board may whenever it thinks fit call and arrange to hold a General Meeting of the Club.
- 39.4 The Board must call and arrange to hold a general meeting of the Club on the request of not less than 5% of the members of the Club or 50 members of the Club (whichever is the lesser) who have a right to vote at General Meetings.
- 39.5 The request in Rule 39.4 must be in writing; state any resolution to be proposed at the meeting; be signed by the members making there quest and be deposited at the office with the Secretary.
- 39.6 Separate copies of a document setting out the request in Rule 39.4 may be used for signing by members if the wording of the request is identical in each copy.
- 39.7 The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- 39.8 Members with more than 50% of the votes of all the members who made the request may call and arrange to hold a general meeting if the Board does not do so within twenty one (21) days after the request is given to the Secretary.

- 39.9 The meeting referred to in Rule 39.8 must be called in the same way, so far as possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request referred to in Rule 39.4 is given to the Club.
- 39.10 To call the meeting referred to in Rule 39.9, the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- 39.11 The Club must pay the reasonable expenses the members incurred by reason of the Board failing to call and arrange to hold the meeting pursuant to Rule 39. The Club may recover the amount of expenses from the Directors of the Club. However, a Director is not liable for the amount if that Director proves that he or she took all reasonable steps to cause the Directors to comply with Rule 39.4. The Directors who are liable are jointly and individually liable for the amount. If a Director who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any fees payable to, or remuneration (including an honorarium) of the Director.

40. NOTICE OF GENERAL MEETINGS

- 40.1 At least twenty one (21) days notice in writing of the Annual General Meeting and of any general meetings of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 40.2 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting;
 - (b) state the general nature of the business of the meeting; and
 - (c) if a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution.
- 40.3 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.
- 40.4 A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.

41. ANNUAL GENERAL MEETINGS

- 41.1 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the business of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 49 - Financial Accounts and Reports which pursuant to Section 314 of the Act have been sent to members of the Club;
 - (c) to declare the results of the election of the Board;
 - (d) to appoint an Auditor or Auditors (if there be a vacancy in the office of Auditor).
 - (e) to approve the payment of honorariums (if any) and/or the provision of benefits to Directors; and
 - (f) to deal with any other business of which due notice has been given to the members.
- 41.2 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 41.3 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the

auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

42. AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 42.1 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 42.2 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- 42.3 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office;
- 42.4 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

43. CHAIR AND PROCEEDINGS AT GENERAL MEETINGS

- 43.1 The President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the appointed time for the meeting or being present is unwilling or unable to act, the Captain shall preside as Chairperson of the meeting. If the Captain is not present or is unwilling or unable to act, then the members present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
- 43.2 Every member eligible to vote pursuant to Rule 12 shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 43.3 Subject to this Constitution, every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- 43.4 At a General Meeting (unless a poll is demanded) a declaration by the Chairperson of the meeting 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 is made in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 43.5 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 Chairperson 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 Chairperson or on a question of adjournment shall be taken forthwith.
- 43.6 A demand for a poll may be withdrawn.
- 43.7 In the event of a dispute as to the admission or rejection of a vote, the Chairperson shall determine the dispute and that determination made in good faith shall be final and binding.

44. QUORUM FOR GENERAL MEETINGS

- 44.1 No business shall be transacted at any General Meeting unless a quorum of members is present.
- 44.2 At any general meeting of the Club (including an Annual General Meeting) convened by the Board, thirty (30) members present in person and eligible to vote shall be a quorum.
- 44.3 At any general meeting convened on a requisition of members pursuant to Rule 39.4 or the Act, five percent (5%) of members or fifty (50) members whichever is the lesser present in person and eligible to vote shall be a quorum.

- 44.4 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 39.4; or
 - (b) 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 not exceeding twenty-one (21) days from the date of the meeting.
- 44.5 If at any meeting adjourned pursuant to Rule 44.4 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

45. ADJOURNMENT OF GENERAL MEETINGS

- 45.1 The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 45.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 45.3 A resolution passed at a meeting resumed after an adjournment 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.
- 45.4 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

46. MEMBERS' RESOLUTIONS AND STATEMENTS

Members' Resolutions for an Annual General Meeting or other General Meeting

- 46.1 Notwithstanding Rules 46.3 to 46.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 46.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 46.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 46.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 50 members who are entitled to vote at a general meeting.
- 46.4 The notice must be in writing; set out the wording of the proposed resolution and be signed by the members proposing to move the resolution.
- 46.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 46.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 46.7 If the Secretary has been given notice of a resolution under Rule 46.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 46.8 The Club must give all its members notice of the resolution at the same time or as soon as practicable afterwards and in the same way as it gives notice of a meeting.

- 46.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 46.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 46.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are to bear the expenses of sending the notice out – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

Members' Statements

- 46.12 Members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 46.13 The request must be made by:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 50 members who are entitled to vote at the meeting.
- 46.14 The intent and conditions of Rules 46.4, 46.5, 46.6, 46.8, 46.9, 46.10 and 46.11 shall apply to any requests by members for the Club to issue all members a statement pursuant to Rules 46.12 and 46.13 in the same way as they apply to members' resolutions.

47. MINUTES

- 47.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the Directors of the Club (including meetings of a committee of Directors);
 - (c) resolutions passed by Directors without a meeting.
- 47.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a Director within one (1) month of the date on which the resolution is passed.
- 47.3 A minute that is so recorded and signed is evidence of the proceedings, resolutions or declaration to which it relates, unless the contrary is proved.

48. FINANCIAL YEAR

- 48.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

49. FINANCIAL RECORDS, FINANCIAL ACCOUNTS AND REPORTING TO MEMBERS

Financial Records and Accounts

- 49.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 49.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

Annual Reporting to Members

- 49.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send, including by electronic means from the Club's website, to all Full Members of the Club a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Report of the Club;
 - (b) a copy of the Director's report; and
 - (c) a copy of the Auditor's Report on the Financial Report;
- or
- (d) subject to Rule 49.4, in lieu of (a), (b) and (c) above, sending including by electronic means from the Club's website to all Full Members a Concise Report for the year that complies with Section 314(2) of the Act.
- 49.4 Rule 49.3 is subject to any Full Member making an election regarding annual financial information and giving that election to the Club in accordance with Section 316 of the Act.

Quarterly Financial Statements and Reporting to Members

- 49.5 In accordance with Regulation 47H of the Registered Clubs Regulations, the Club shall prepare financial statements on a quarterly basis incorporating the trading accounts and profit and loss account for the quarter and balance sheet as at the end of the quarter and must:
- (a) provide the financial statements to the governing body of the Club;
 - (b) make the financial statements available to the members of the Club within 48 hours of the statements being adopted by the governing body;
 - (c) indicate, by displaying a notice in the form approved by the Director on the club's premises and on the club's website, how the members of the club can access the financial statements; and
 - (d) provide a copy of the financial statements to any member of the club or the Director on the request (in writing) of the member or the Director

Provision of Other Information to Members- Reporting Requirements

49.6 Subject to the Registered Clubs Regulations, the Club must:

- (a) record the following information and keep it in a form approved by the Director;
- (b) make the information available to members of the club within 4 months after the end of the Club's financial year;
- (c) indicate, by displaying a notice in the form approved by the Director on the club's premises and on the club's website, how the members of the club can access the information; and
- (d) provide a copy of the information to any member of the club or the Director on the request (in writing) of the member or the Director.

The information to be recorded in respect of the Club's financial year as required by Section 47HA of the Registered Clubs Regulations is as follows:

- (1) any disclosure, declaration or return received by the club under Division 2 of Part 4A of the Registered Clubs Act;
- (2) the number of top executives of the club (if any) whose total remuneration (comprising salary, allowances and other benefits) falls within each successive \$10,000 band commencing at \$100,000;
- (3) details (including the main purpose) of any overseas travel by a member of the governing

body of the club or an employee of the club in the person's capacity as a member of the governing body or employee, including the costs wholly or partly met by the club for the member of the governing body, employee and any other person connected with any such travel;

- (4) details of any loan made to an employee of the club if the amount of the loan (together with the amount of any other loan to the employee by the club that has not been repaid) is more than \$1000, including the amount of the loan and the interest rate, if any;
- (5) details of any contract approved under Section 41M of the Registered Clubs Act;
- (6) the name of any employee of the club who is a close relative of a member of the governing body of the club or of a top executive of the club and the remuneration package paid to the employee, subject to the exclusions in rule 49.7;
- (7) details of any amount equal to or more than \$30,000 paid by the club to a particular consultant including the name of the consultant and the nature of the services provided by the consultant;
- (8) the total amount paid by the club to consultants (other than amounts reported in sub paragraph (7) above);
- (9) details of any settlement with a member of the governing body of the club or an employee of the club as a result of a legal dispute and the amount of any associated legal fees incurred by the member or employee that were or are to be paid by the club, unless the disclosure of such information would be in breach of any confidentiality provision agreed to by the club;
- (10) details of any legal fees (excluding any fees referred to in (9) above) paid by the club on behalf of a member of the governing body of the club or an employee of the club;
- (11) the total amount of the profits (within the meaning of the Gaming Machine Tax Act 2001) from the operation of approved gaming machines in the club during the gaming machine tax period commencing 1 September in the reported financial year and ending 31 August in the following year;

(12) the amount applied by the club during the gaming machine tax period referred to in (11) above to community development and support under Part 4 of the Gaming Machine Tax Act 2001.

49.7 For the purposes of 49.6 (6) above, the club is to make all reasonable enquiries to establish the name of any such employee and further, it excludes a reference to any employee who holds a position that is subject to an industrial award under a law of the State or the Commonwealth and receives a remuneration package for that position of a value not exceeding the rate of pay applicable to the position that is provided for in the award.

50. CORE PROPERTY

Core Property and Non-Core Property

Disposal of Real Property

Reporting to Members Annually

50.1 Core property is the real property owned or occupied by the club that comprise:

- (a) the defined premises of the club; or
- (b) any facility provided by the club for the use of its members and their guests, or
- (c) any other property declared , by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club , to be core property of the club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the ordinary members of the club, not to be core property of the club.

50.2 Non-core property of the club is any real property owned or occupied by the club that is not core property.

50.3 Subject to exceptions created from time to time by the Registered Clubs Regulations, the club must not dispose of any core property of the club unless:

- (a) the property has been valued by a registered valuer within the meaning of the Valuers Act 2003, and
- (b) the disposal has been approved at a general meeting of the ordinary members of the club at which a majority of the votes cast supported the approval, and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer.

50.4 For the purpose of rule 50.3, disposal of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Regulations.

50.5 Regulation 47I of the Registered Clubs Regulations provides the circumstances whereby Rules 50.3 and 50.4 may not apply or may be modified.

50.6 The annual report of the club must specify the core property and non-core property of the club as at the end of the financial year to which the report relates.

51. AUDITORS

51.1 An auditor or auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

52. TREASURER (CHAIRMAN OF FINANCE COMMITTEE)

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

53. SECRETARY

53.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

54. EXECUTION OF DOCUMENTS

54.1 The Club shall execute any document (including a Deed) without using a seal by having that document executed and signed in accordance with a resolution of the Board by either two Directors or a Director with the Secretary who have been authorised by the Board.

55. NOTICES TO MEMBERS

55.1 The Club may give a notice to any member either:

- (a) personally; or
- (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member; or
- (d) by sending a notice by electronic means to the electronic address (if any) nominated by the member that a notice of information for all members has been posted on the Club's website.

55.2 Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.

55.3 Where the Club sends a notice by post, the notice is taken to have been given to the member:

- (a) in the case of a notice of meeting, on the day following that on which the notice was posted; or
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

55.4 Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

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

56. INDEMNITY TO OFFICERS

56.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

56.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

57. COPY OF CONSTITUTION

57.1 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and, if required by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

58. AMENDMENTS TO CONSTITUTION

- 58.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.
- 58.2 The Club must, after amending its rules, lodge with the Australian Securities and Investment Commission and the Director in any of the manner that shall be approved from time to time, a copy of all the rules of the Club and of the amendments certified as correct by the Secretary of the Club

- END-

By- laws
of
Murwillumbah Golf Cub Limited
ABN 80 001 034 813

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Murwillumbah Golf Club Limited By-laws

1. Preamble

- 1.1 The following By-Laws have been authorised by the Board in accordance with the Club Constitution and displayed on the Club Notice Board. Enforcement of their observance is empowered by the disciplinary provisions of the Club Constitution.
- 1.2 The attention of members is particularly drawn to the following rules and the request that they be strictly observed at all times to comply with the provisions of the Liquor Act and to maintain order and dignity within the Club.
- 1.3 These By-Laws apply equally to members and visitors. Members must ensure that their guests observe all the rules of the Club.
- 1.4 The Secretary Manager or, in his/her absence, the senior staff on duty shall be primarily responsible for the House management of the Club and any action taken to maintain good order and conduct of members shall not be questioned by any individual member.

CLUBHOUSE BY- LAWS

2. Clubhouse Regulations

- 2.1 Rubber cleated footwear may be worn only in designated areas of the Clubhouse. Metal spiked golf shoes are strictly forbidden from the clubhouse.
- 2.2 Personal property is brought into or stored in the Clubhouse or Locker Rooms at the owner's risk.
- 2.3 Golf Buggies must not be brought through the foyer or other entrance (other than locker room) of the Clubhouse.
- 2.4 Golf clubs and golf buggies must not be left in the Clubhouse other than in a locker designated to a member.
- 2.5 Members and guests are requested to treat the Club's property with care and respect. The Club may seek reimbursement to replace or repair damaged goods.
- 2.6 Personal cheques will not be cashed by Club staff and/or officers on behalf of the Club. An ATM machine is Provided for the convenience of members, guests and visitors.
- 2.7 Club Trading Hours are prominently displayed at the entrance and in the Clubhouse.
- 2.8 Members & guests are not permitted behind the bar, in other service areas or the kitchen.
- 2.9 Members & guests are not permitted in the offices or staff administration areas unless invited by Club administrative staff.
- 2.10 Other than Club sponsored raffles, no canvassing for donations or selling of raffle or other competition tickets shall be permitted in or about the clubhouse, car parks or course without written permission of the Secretary Manager acting on behalf of the Management Committee.
- 2.11 All verbal representations to outside businesses or individuals on behalf of Murwillumbah Golf Club are to be handled by or with the prior consent of the Secretary/ Manager. All applications by the Club or any of its Sections or Sub Committees for donations, sponsorship, advertising or any other business must be done through the Secretary Manager. All correspondence representing Murwillumbah Golf Club is to be generated through the Secretary Manager.
- 2.12 Betting is not permitted on the Club premises.
- 2.13 Rules relating to entry to Gaming Machine areas and the operation of Gaming Machines are clearly displayed and are to be observed in accordance with the Liquor and Gaming Regulations.
- 2.14 Licensing Regulations relating to the responsible sale and consumption of alcohol are clearly displayed and members, guests and visitors are requested to assist the Club staff to enforce the Liquor Regulations.
- 2.15 No notice or placard whatsoever shall be placed in the Clubhouse without the prior approval of the Secretary Manager.
- 2.16 Signs and Posters in and around the Clubhouse must not be defaced, damaged or removed by any member, guest or visitor.

3. Licensing Requirements

- 3.1 Murwillumbah Golf Club being a Registered Club has a club licence under the provisions of the Liquor Act 1992 governing the sale of liquor from the defined licensed premises of the Club for consumption on or away from the licensed premises.
- 3.2 Liquor may only be sold during the authorised standard trading period which is Monday to Saturday between 5.00am and midnight and on Sundays between 10.00am and 10.00pm (except Good Friday and Christmas

Day) and at such other times as may be extended by a trading authorisation or as varied by such conditions as may be imposed by the Director or the Liquor Act or Regulations.

- 3.3 Members, Juniors and Cadets are reminded that persons under 18 years of age must obey the Regulations of the Liquor Act and the Gaming Machine Act as well as the Rules of the Club.
- 3.4 Signage is clearly displayed designating the licensed areas and the Regulations & Rules relating particularly to the sale and consumption of alcohol and the operation of gaming machines. Patrons in the Clubhouse are requested to be familiar with the Regulations and observe the related Club rules.

4. Dress

- 4.1 Members, Guests & Visitors are expected to exercise good taste and sensible discretion always when on the Club's premises. Clothing and footwear must be clean and tidy. If appearance is likely to offend others then that person risks being refused admission to the Club or asked to leave the Club premises.
- 4.2 The dress guidelines are displayed in the Clubhouse and the Professional's shop. The Club Managerial staff has the responsibility to enforce the dress code and may refuse any person entry to the Club premises.

5. Children

- 5.1 The following By-laws are subject to the Registered Clubs Act; the Liquor Act and the jurisdiction of the Licensing Court under which the Club operates at all times.
- 5.2 The Licensing Court may grant approval to a Registered Club to allow members of the Club who are under the age of 18 years access to areas of the Club premises that would otherwise be restricted, but only if:
 - (a) the approval is for the purpose of taking part in sporting activities or a prize-giving ceremony associated with sporting activities; and
 - (b) the Licensing Court is satisfied that because of the size of the Club premises, it is impractical for the Club to designate an area of the Club premises as a non-restricted area for the purposes of an authority under section 22.
- 5.3 In interpreting the following By-laws, "responsible adult" means a person of or above the age of 18 years who, in relation to a minor, belongs to one of the following classes of persons:
 - (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis; and
 - (c) a person who for the time being has parental responsibility for the minor.
- 5.4 Children under the age of 18 years MUST be accompanied by a responsible adult at all times. They must stay within designated areas in the Clubhouse.
- 5.5 The current designated areas for persons under 18 years of age are displayed.
- 5.6 The restricted licensed areas including the bar and gaming machines are defined and notices displayed warning that only persons of or above the age of 18 years can enter.
- 5.7 Club management is entitled to identify the responsible adult caring for each minor in the Clubhouse.
- 5.8 Junior and Cadet Members who are not on the Club's property for participating in a golf competition must abide by the above By-laws whilst in the Clubhouse.
- 5.9 Junior and Cadet Members are encouraged to use the golf booking-in computer in the Pro shop. Alternatively, if not available, a computer booking-in facility in a non-restricted area of the Clubhouse.

6. Visitors and Guests

- 6.1 Members introducing a visitor or guest to the Club must:
 - (a) Sign the visitor into the Club using the designated visitors' book upon arrival;
 - (b) Be responsible for the conduct and behaviour of the visitor or guest;
 - (c) Remain with that visitor or guest whilst in the Club; and
 - (d) Ensure that the visitor or guest leaves when the member is leaving the Club premises or that another Member re-signs in that visitor or guest.

7. Smoking

- 7.1 Smoking anywhere within the enclosed area of the Clubhouse is illegal and will not be tolerated.
- 7.2 Smoking is permitted at the designated external area of the Clubhouse.
- 7.3 Signage designating smoking and non-smoking areas is displayed in the Clubhouse as required by licensing regulations.

8. Outdoor Areas

- 8.1 All Members, visitors, guests and children MUST abide by the By-laws 2 through to 7 above when in defined & restricted outdoor areas of the Club.

9. Parking Areas

- 9.1 Murwillumbah Golf Club property is private property and the roads and parking areas are NOT PUBLIC roads or parking areas. Persons parking on MGC property do so at their own risk. Murwillumbah Golf Club, its Board & employees do not take any responsibility for any damage to your vehicle including damage by golf balls or loss or damage to property in your vehicle. The Club recommends you do not leave valuables in your vehicle and the vehicle be locked before leaving it.
- 9.2 Adjacent to the practice putting green, designated reserved parking has been provided on days indicated for Directors, Secretary Manager & Catering Staff.
- 9.3 Apart from the above reserved spaces, entrances, exits & designated 'No Parking' areas, members and visitors may park in the designated parking bays pursuant to 9.1 above.

10. Trading Prices-Bar & Other Retail Sales

- 10.1 The responsibility for setting prices and terms of trade shall rest with the Secretary Manager under advice from the Management Committee.

11. Advertising and Notices

- 11.1 All advertising inside and outside the Clubhouse and on the golf course whether of a permanent or temporary nature shall be erected only after the prior permission and discretion of the Secretary Manager has been obtained.
- 11.2 No notice or placard, written or printed, shall be placed in the Clubhouse or elsewhere on the Club property without the prior approval of the Secretary Manager.

12. Lockers

- 12.1 Members may request a locker and subject to availability be allocated at the discretion of the Secretary Manager.
- 12.2 The annual fee for the use of a locker shall be determined by the Management Committee and the fee is payable in advance together with the membership subscription.

13. Complaints

- 13.1 All complaints, except hereunder defined, shall be made to the Secretary Manager and, if so required by him/her, shall be made in writing. The Secretary Manager shall take all necessary action to satisfy the complaints. If necessary, a serious complaint shall be referred to an appropriate Sub Committee or the Board.
- 13.2 No member may give any direction to or reprimand any employee. Such action may instigate disciplinary procedures by the Board.
- 13.3 All complaints concerning the Secretary Manager or duty Senior Manager shall be made in writing to the Club President or Board Chairman.

GOLF AND COURSE BY-LAWS

14. Booking-In

- 14.1 No member shall alter another member's booking without that member's prior consent.
- 14.2 No member shall book in more than four players in any one competition without the prior consent of the Captain. Any such bookings must be for one only tee time and include that member's own name.
- 14.3 A member shall only cancel his/her booking in accordance with the instructions issued by the Board from time to time.
- 14.4 Cancellations can only be made by contacting the Pro Shop either by telephone or in person.

- 14.5 Any member who telephones and cancels within one hour of his booked time may be required to provide a written explanation and, if not provided or considered unsatisfactory by the Match Committee, the Committee shall have the power to suspend his or her playing rights to participate in golfing competitions conducted by the Club for a period not exceeding one calendar month.
- 14.6 Any member who telephones and cancels over one hour prior to his booked time will have his name recorded and if this occurs on two or more occasions, the Match Committee shall have the power to suspend his or her playing rights to participate in golfing competitions conducted by the Club for a period not exceeding one calendar month.

15. Fail to attend for Golf

- 15.1 Any member who fails to attend at the booked time will be issued with a letter warning that action maybe taken should a further breach occur. In that event, the member will be required to pay the competition fee applicable to the previous event before the member is permitted to play in any subsequent event.

16. Golf Starter

- 16.1 The Club Golf Professional is the official Starter for all golf at MGC. The Starter has the power to:
 - (a) Book in any member or visitor in a club competition provided the rules of golf allow it. The Starter reserves the right not to take a specific time booking for a competition on the day of that competition.
 - (b) Move a player or players from their original timeslot into another time slot in order to make up a group. For example, two players can be put with another two players in a nearby slot to make up a foursome.
 - (c) Book a visitor from another club into a competition that is not 'open' or 'invitation', if spare time slots exist, subject to Club Rules & other Golf & Course By-laws.
 - (d) Reserve one or more time slots in the same group for a member at their request if the member does not have the required visitor details when booking in. The member must provide the details according to the Starters instructions to preserve the spots on the time sheet.
 - (e) Extend the field of a competition by a maximum of two groups if the field is full and members wish to compete in the competition.
 - (f) Suspend or terminate play by sounding the siren in the event of lightning or extreme weather conditions.

17. Course Marshall

- 17.1 A Course Marshall may be appointed at any time. The person may be a Club Golf Pro staff member; a Director; a member appointed by the Board or Match Sub Committee or the Secretary Manager.
- 17.2 The Course Marshall has the following powers to help speed up play:
 - (a) Direct players to speed up their play to catch up to the group in front. If they do not do so within a reasonable time, then one of the following may apply-
 - (i) in an event where the players would not be disqualified for doing so, direct the players to pick up their golf balls and move immediately to the next tee; or
 - (ii) in an event where the players would be disqualified for picking up their golf balls, penalise each player two strokes.

- 17.3 If the players continue to not comply, the Marshall shall direct the players to pick up their golf balls and leave the course. This action means disqualification from the competition and may lead to a citing of the group.

18. Local Golf & Course Rules

- 18.1 Local Rules of MGC are displayed on the official scorecard and on the noticeboard outside the Pro Shop/Starters office and are By-laws of the Club. The Rule numbers and penalties for breach referred to are the Rules of Golf.

(a) Fixed Sprinkler Heads

If a player's ball lies off the putting green, but not in a hazard, and a sprinkler head on or within two club lengths of the putting green and within two club lengths of the ball, intervenes on their line of play between the ball and the hole, the player may take relief as follows:

- (i) The ball must be lifted and dropped at the nearest point to where the ball lay, which is not nearer the hole, avoids the intervention and is not in a hazard or on a putting green. The ball may be cleaned when lifted.
- (ii) If a player's ball lies on the putting green and a sprinkler head on or within two club lengths of the putting green intervenes on their line of putt, the player may take relief as follows: The ball must be lifted and placed at the nearest point to where the ball lay, which is not nearer the hole, avoids the intervention and is not in a hazard.

(b) G.U.R.

Those areas defined by white stakes and/ or white lines. Ground under repair also includes material piled for removal; a hole made by a greenkeeper and clearly defined indentations or ruts or wheel marks made by a mower, tractor or motor vehicle. Check Local Rules which may prohibit play from G.U.R.

(c) Hazards

All hazards, water hazards and lateral water hazards are defined by red or yellow stakes and lines. Check Local Rules before playing.

(d) Movable and Immoveable Obstructions

An obstruction is anything artificial including the surfaces of roads and paths. An obstruction is considered to be moveable if it may be moved without unreasonable effort and without unduly delaying play and without causing damage. The Match Committee may declare a moveable obstruction to be an immoveable obstruction. Always check the Club's Local Rules before commencing play.

(e) Out of Bounds

Out of Bounds is beyond the boundaries of the course or any part of the course so marked by the Match Committee or Course Superintendent. Out of bounds are usually defined by white stakes with black tops or a fence. O.O.B. includes the bitumen road parallel to the practice fairway; the practice putting green and the car parks. Always check the Club's Local Rules before commencing play.

(f) Plugged/Embedded Ball

A ball embedded in its' own pitch mark "through the green", other than in sand, may be lifted without penalty, cleaned and dropped as near as possible to where it lay, but not nearer the hole. The ball when dropped must first strike part of the course "through the green".

Note: Relief is not obtainable under this Local Rule if it is clearly unreasonable for the player to make a stroke because of interference by any condition other than the embedding of the ball.

(g) Preferred Lies

When taking a preferred lie, players should mark their ball before touching it. In Match Play they MUST mark their ball before touching it. The penalty in match play is loss of hole.

(h) Relief from Staked or Guarded Trees

If a tree or shrub which is protected by a tree guard or is staked, interferes with the player's stance or the area of intended swing, the ball must be lifted, without penalty, and dropped in accordance with the procedure prescribed in Rule 24-2b (Immoveable Obstruction). The ball may be cleaned when so lifted.

(i) Tee Up ‘Through the Green’

In extreme weather conditions, a Local Rule allowing a player to tee up through the green may be in force. Players should check before commencing play and take note of any special conditions applicable.

19. Half-Way Stop

19.1 A compulsory stop of seven minutes applies at the finish of the first nine holes in a eighteen hole round unless directed otherwise by the Starter. Players must check the Local Rules for play on that day.

20. Golf Carts & Bikes

20.1 The use of motorised/electric golf carts is approved by the Club but subject to the conditions as set down by the Management Committee from time to time.

20.2 Golf cart owners must display a set of basic rules of conduct in a prominent position in their carts and operators must obey these rules at all times. A copy of these rules is available from the Administration Office.

20.3 A motorised/electric golf cart shall not be driven by, or be under the control of, a person under the age of eighteen years while on the Golf Club property.

20.4 Golf carts must not carry more than two persons at any one time unless specially constructed for the purpose of carrying further passengers.

20.5 Operators must at all times obey any signs or instructions denoting prohibited parking, driving or marshalling areas.

20.6 Any motorised/electric golf cart must be approved by the Management Committee for use on the golf course and its owner must pay the annual levy and course maintenance fee.

20.7 Visitors’ golf carts shall be subject to the same rules and conditions as are members’ carts.

20.8 The Club Professional or Secretary Manager or, in his/her absence, the senior member of the staff on duty reserves the right to order from the course any player observed disregarding these By-laws relating to golf carts and bikes.

NB: As carts and bikes are not the property of the Club, the use by any person of a cart or bike on the course or car parks is conditional upon the user of the cart or bike being responsible for any injury to any person or damage to any property arising out of its use and indemnifying the Club against any claim or action in respect of such injury or damage.

21. Drinks & Food

21.1 All alcohol beverages MUST be purchased from the club. Any foreign alcohol beverages brought onto the club property will be confiscated.

22. Returning Results

Refer to new booking system.

23. Collecting Trophies, Prizes & Balls

Refer to new booking system.

24. Missing Partners

The Starter has the sole right to replace a player missing from the field for whatever reason with another player, if available, so as to maintain a group of four particularly in a 2 Ball or 4 Ball event. In the case of an odd player, he or she will be paired up with the lowest handicapper in the group.

25. Slow Play

- 25.1 It is the responsibility of the lowest marker in the group to make sure that their group keeps up with the group in front. If you find that you are falling behind the group in front, the first two to putt-out should go immediately to the next tee and tee off. Keep repeating this procedure until the group catches up.
- 25.2 Slow play is selfish and disrespectful to players behind. It can also limit social tee times available at the end of the competition, thus costing the club revenue for the remainder of that day. (Refer to By-law 17 COURSE MARSHALL for Slow Play Penalties).

26. Competitions

Rules for competitions and play on the course are published annually in the Club fixture book and shall have the same effect as a By-law of the Club. The dates set out in the fixture book for any match play-offs are the dates when decisions must be made unless otherwise arranged by the Match Committee.

27. Championships & Honour Board Events

All adult Playing Members (including Intermediate 19-23 year old members and full time Tertiary members up to 25 years old) are eligible golfing members to participate in their respective events subject to the member being a current financial member at all times during the course of the entire event or competition or championship.

Also refer to Rule 26 above and the Club fixture book.

28. Handicap Divisions and Limits

- 28.1 All handicap grades, divisions and limits shall be as recommended by Golf Australia unless a Local Rule for a particular competition or event stipulates otherwise.

29. Protests

- 29.1 Protests in connection with a match or competition must be lodged in writing to the Match Committee immediately after the completion of the match or competition. Upon receipt of such protest, the Match Committee will consider it and their decision shall be final.

30. Extreme Weather Conditions

- 30.1 Unless a competition or match is officially stopped, usually by the hooter being sounded from the Starter's office players must use their good sense and discretion whether to discontinue the golf round and leave the course or continue playing.

31. Mobile Telephones, Radios and Other Devices.

- 31.1 Mobile phones may be carried provided they do not disturb the play of fellow golfers. This equipment should be switched to silent or vibration mode so as not to risk offending or disrupting fellow players and breaching golf etiquette.
- 31.2 Members may protest in writing at the end of their round if they consider they have been inconvenienced or game disrupted. In the case of a complaint to the Match Committee, the offender risks being disqualified.
- 31.3 By-laws 31.1 and 31.2 also apply in the same way if a player's game is disrupted by another player carrying and using a radio or other noisy device or equipment.

32. STAFF BY -LAWS

- 32.1 The Secretary Manager shall be directly responsible to the Management Committee in accordance with the terms of his employment, relevant industrial laws, any applicable industrial Award or Agreement and relative Registered Club employee classification or club management level and relative job description.
- 32.2 All other staff employed at Murwillumbah Golf Club shall be responsible to the Secretary Manager, subject to 32.3 and 32.4 below.

- 32.3 Having regard to 32.2 above, in the case of the Course Superintendent dealing with matters concerning the course or course machinery, he will also consult with and report to the Course or Greens Director.
- 32.4 Course staff will report to the Course Superintendent who, in matters of employment or dismissal, will initially seek confirmation and agreement from the Secretary Manager.
- 32.5 No employee of the Club should be reprimanded, abused or threatened by any member, visitor or other user of Club facilities whether orally or in writing. Any complaint with regard to the performance, attitude or action of any staff member should be tendered in writing with a full explanation of the reasons and circumstances to the Secretary Manager within twenty four (24) hours of any such incident.
- 32.6 The Secretary Manager will attend to the complaint promptly if it be a minor matter but if considered to be of a more serious nature, then the complaint will be referred to the Club President or Chairman for direction.

ELECTION OF THE BOARD OF DIRECTORS BY - LAWS

33. Annual Election

- 33.1 The annual election shall be by a secret ballot amongst eligible members in accordance with the Registered Clubs Act, Registered Clubs Regulations and rule 31.1 of the Constitution.

34. Notice of Election

- 34.1 Notice of the Election shall be published and given to each eligible member in accordance with Rules of the Club Constitution not less than seven (7) weeks prior to the Annual General Meeting inviting nominations of candidates from eligible members as described in the Constitution rules 30.3(a) and 30.3(b).

35. Returning Officer and Scrutineers

- 35.1 The Returning Officer and at least two Scrutineers shall be appointed by the Board. A candidate for office is ineligible to be appointed.
- 35.2 The Returning Officer is responsible to ensure that the Election procedure is fair, secure and confidential. Duties include:
- (a) Issue the Notice inviting nominations from candidates.
 - (b) Approve the design of the ballot paper.
 - (c) Proof read the mailing packs to eligible members.
 - (d) Supervise the distribution of mailing packs including ballot papers.
 - (e) Supervise the return of the ballots.
 - (f) Ensure the ballots are secure & kept confidential until they are counted.
 - (g) Examine the ballots for validity against a list of eligible voters supplied by the Secretary Manager from the Register of Members.
 - (h) Count the votes with the help of the two scrutineers appointed by the Board.
 - (i) Keep the results confidential until the declaration of the results of the ballot & the election at the Annual General Meeting.
- 35.3 The Board may, at any time, appoint a Nominations Committee to ensure all nominations are valid and that members are fully informed to exercise their right to vote. Candidates for election are ineligible.
- 35.4 The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers.
- 35.5 The Board and the Club shall comply with all requirements that may be imposed by the provisions of the Registered Clubs Act and Regulations.

36. Nominations

- 36.1 An eligible candidate as described in 36.2 cannot accept nomination until that person declares in writing that he or she has received the education and training material for club directors that may be approved by the Director from time to time in accordance with the Registered Clubs Act or Registered Clubs Regulations and rule 30.3 (b) of the Club's Constitution.

- 36.2 A candidate nominated must be a Playing Member or Life Member for at least twelve (12) months immediately prior to the date of the nomination to be eligible. A candidate is ineligible if under suspension or has at any time been convicted of an indictable offence.
- 36.3 Nominations must be on the authorized form obtainable from the Registered Office and must be signed by two nominators who must be financial Playing Members or Life Members over the preceding 12 months and by the nominee who shall signify his or her consent to the nomination and acknowledge that:
- (2)
- (a) he/she will devote such time as is necessary to carry out the duties of a Director of the Company;
 - (b) he/she has read the Constitution and By-laws of the Company and agrees to be bound by the Constitution and related By-laws if elected and agrees to provide full and true disclosure of any matter that may be construed as a conflict of interest.
- 36.4 Candidates MUST include a type-written profile including qualifications and experience not exceeding one A4 sheet of paper with his/her nomination. The Club reserves the right to reject the Nomination if any material submitted is, in the Chairman's opinion, defamatory or is likely to mislead or deceive eligible voting Members. The profiles will be published and accompany the ballot papers sent to Members.
- 36.5 All nominations (with profiles) MUST be completed in accordance with the instructions and lodged on or before the date and time at the place fixed by the notice calling for nominations.
- 36.6 Candidates are eligible to stand for nomination for more than one position. The order of seniority for election to office as a Director of the Company Board of nine (9) is President (Chairman of the Board); Captain (Chairman of Golf Match Committee); Treasurer (Chairman of Finance Committee); Director-Chairman of Greens Committee; Director-Chairman of House, Membership & Marketing Committee and four (4) ordinary Directors. If a member is elected to a senior office that member shall be eliminated from the ballot for any other junior office.
- 36.7 The Secretary will as soon as practicable after the close of nominations post notification of such nominations on the Club Notice Board and on the Club website.
- 36.8 If at the close of nominations the number of candidates nominated for any office is the same as or less than the number to be elected to that office, no ballot for that position on the Board shall be required.

37. Conducting the Ballot

- 37.1 The order of candidates' names shall be determined by lot.
- 37.2 Ballot papers will be initialled by the Returning Officer.
- 37.3 Ballot papers will be posted to each Member entitled to vote at least twenty-one (21) days prior to the Annual General Meeting.
- 37.4 Members MUST mark the ballot paper exactly in accordance with the printed instructions to be valid.
- 37.5 A completed ballot paper shall be enclosed in an envelope provided in the secret ballot pack marked "Ballot Paper", then enclosed in a second envelope addressed to the Returning Officer of MGC. The second envelope will have the member's club number on the back.
- 37.6 Ballot papers must be returned in accordance with the printed instructions and on or before the date and time published to all eligible Members. Unless determined otherwise by the Board, the ballot will close at 6 pm on the day immediately before the annual general meeting. A sealed ballot box shall be provided at the Club premises for 14 days for the convenience of voters and they are encouraged to visit their club for this purpose. Alternatively, voters may post their ballot paper in accordance with the written and published instructions.
- 37.7 Voting results shall be decided by simple majority. In the event of an equality of votes in favour of two (2) or more candidates, lots shall be drawn. In the event of nominations being received for a position as stated in By-law 36.8, the Returning Officer shall declare that person or those persons elected in accordance with By-law 37.8.
- 37.8 The Returning Officer shall declare the results of the ballot to the Chairperson of the Annual General Meeting who will announce the names of the candidates elected and their respective position on the Board

MEMBERS' SUBSCRIPTIONS BY LAWS

38. Registered Clubs Act and Companies Act

- 38.1 Membership of the Club including payment of membership fees is always subject to the Registered Clubs Act and the Companies Act. The following By-laws will be subject to that legislation at all times.

39. Annual Reviews

- 39.1 The Board or nominated Sub Committee will conduct an annual review which shall include:
- (a) All categories; their respective numbers as a percentage of the total Members and their fee income as a percentage of total members fee income.
 - (b) New categories; category deletions and category amendments.
 - (c) Members may transfer to another category annually when subscriptions are due. The criteria, procedure and possible limits will be reviewed to facilitate transfers for the convenience of members.
 - (b) The Board reserves the right to allow changes at any time during the year for special reasons and only after written application to the Board. The Board's decision will be final.

40. Payment of Subscriptions

- 40.1 Annual Subscriptions are payable in advance and may be by cash, cheque, credit card, electronic transfer of funds or debit card.
- 40.2 The Board shall review the above methods of payment annually along with fees for the forthcoming membership year in each category of membership. Facilities to pay subscriptions in advance by instalments shall also be reviewed.
- 40.3 The Club does not currently impose an entrance fee on new members. The Board shall review entrance fees annually.
- 40.4 All subscription fees, green & competition fees along with payment facilities and options shall be displayed on the Club Notice Board and provided to members with annual membership renewal notices.

SECTIONS AND SUB COMMITTEES BY LAWS

41. Women's Golf Murwillumbah

Women's Golf Murwillumbah is a Section of the Murwillumbah Golf Club Limited in accordance with the Club's Constitution.

The Rules and By-laws of Women's Golf Murwillumbah:

1. Definitions:

The words "Lady Golfer" or "Lady Golfers" used hereafter refers to a full playing member of the Murwillumbah Golf Club Limited who is eligible for a ALGU Handicap.

The word "committee" is used in reference to the committee of Women's Golf Murwillumbah.

Women's Golf Murwillumbah shall be referred to as WGM.

In all other instances definitions are as contained in the Constitution of the Murwillumbah Golf Club Limited.

Categories of membership and the method of their selection shall be controlled by the Board and that same body shall be responsible for membership fees and subscriptions and fix conditions under which visitors can play.

2. Management:

The affairs of WGM shall be managed by a committee elected at the Annual General Meeting of WGM and such committee will consist of the following office bearers: President, Vice President, Captain, Vice-Captain, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Handicap Manager, Assistant Handicap Manager and seven (7) other lady golfers.

No person shall hold the position of President or Captain for more than three (3) consecutive years.

The authority of the committee, in the management of the affairs of WGM as delegated to it by these Rules and By-laws, is paramount, unless overruled by a General meeting of that body.

3. Election of Office Bearers:

The annual General Meeting shall be held during October, or as the Committee may decide, provided the same be held within four (4) months of the close of the financial year of Murwillumbah Golf Club.

The Secretary shall give at least fourteen (14) clear day's notice of the meeting to all Lady Golfers by public display.

None but Lady Golfers shall have voting rights and if the subscription, or any part thereof, of any Lady Golfer shall not be paid within a period of thirty (30) days from the date upon which it falls due, the defaulting member shall from that date be debarred from all privileges of membership.

No Lady Golfer under the age of eighteen (18) years will be entitled to vote.

Any two Lady Golfers entitled to vote may nominate a Lady Golfer to serve on the Committee. The written nomination, with the nominated person's signed consent, must be in the hands of the

Secretary of WGM at least seven (7) clear days before the Annual General Meeting and must be displayed forthwith on the notice board where it will remain until the day of the meeting.

Two (2) scrutineers, who are not candidates, appointed by the meeting will collect the ballot papers, count the votes and report the result to the Chairperson.

The names of the successful candidates shall be made known to the meeting.

If two or more candidates obtain an equal number of votes the matter shall be decided by a draw in accordance with the Constitution of Murwillumbah Golf Club.

If there are not sufficient candidates, the Committee so elected will be required to fill the remaining vacancies, provided the required quorum is present at the meeting convened to fill such vacancies.

Such appointed Office Bearers will hold office until the next Annual General Meeting of WGM, and shall retire when the Annual General Meeting is held, but shall be eligible for re-election.

The newly elected committee shall take office immediately.

If insufficient candidates to form this quorum are elected by the Annual General Meeting of WGM, the Constitution of the Murwillumbah Golf Club shall apply.

4. Committee Meetings:

Meetings of the committee will be held monthly, except that meetings during December and January will be held at the discretion of the committee.

These meetings will be presided over by the President, who shall have a deliberate as well as a casting vote. In the absence of the President, the chair will be taken by the Vice- President, Captain, or a temporary chairwoman (elected by those present) with like power; nine will form a quorum. If any committee member absents herself without leave from three (3) consecutive meetings, her seat will be declared vacant.

In the case of a casual committee vacancy occurring, the committee may at its discretion appoint a successor who shall retire when the Annual General Meeting is held but shall be eligible for re-election.

In the event of the committee resigning in total, a General Meeting of WGM shall be called by the Chairman of the Club for the purpose of election of new office bearers and committee members, all of whom will retire when the Annual General meeting is held, but shall be eligible for re-election.

5. Notice of Motion:

A motion for the alteration of any of these Rules and By-laws or the enactment of a new Rule or By-law or any other motion can only be made at the Annual General Meeting or at any Extraordinary General Meeting.

Twenty-one (21) days notice in writing of the intention to propose any new Rule or By-law or alteration or any other proposal must be given to the Secretary of WGM. The proposal must be posted on the notice board at least (14) days before the meeting.

Any motion passed under this section amending or enacting a Rule or By-law is not binding until approved by the Board and shall be in accordance with the Constitution of Murwillumbah Golf Club Limited. Any motion so approved by the Board is binding until altered by further notice of motion.

6. Business of the Annual General Meeting:

- a) Apologies
- b) Confirmation of minutes of previous Annual General Meeting of WGM
- c) Presentation of President's Report.
- d) Presentation of Treasurer's Report.
- e) Election of Office Bearers and Committee for ensuing year.
- f) Transact any other business that may be properly brought forward by notice of motion.
- g) Receive suggestions and recommendations for consideration by the incoming committee.

7. Operation of Banking Account:

The committee shall have the power in accordance with the Constitution of Murwillumbah Golf Club Limited to open and operate a Bank Account in the name of Women's Golf Murwillumbah.

Such account shall be operated in accordance with the Constitution of Murwillumbah Golf Club Limited.

8. Duties of the Secretary and Treasurer:

The Secretary shall keep full and correct minutes of all proceedings at Committee meetings and shall carry out the directions of the Committee.

Such minutes shall be available for inspection in accordance with the Constitution of Murwillumbah Golf Club Limited.

At each Committee meeting the Treasurer shall report on all monies received and disbursed on behalf of the WGM and shall submit accounts for payment.

The Treasurer shall present a Statement of Financial Performance and a Statement of Financial Position of WGM, audited by an independent person approved by the Board, for the preceding financial year to 30th June, to the Annual General Meeting of WGM.

A copy of these financial statements shall be forwarded to the Board as soon as they are finalised or at a time requested by the appointed auditor of the Murwillumbah Golf Club Limited.

In accordance with the Constitution of the Murwillumbah Golf Club Limited, the Treasurer shall supply the Board, on request, such statements at any time during the year, with the provision that unaudited statements will be accepted at times when fully audited statements are unavailable because the timing of such a request.

9. The Committee:
The Committee will have full powers concerning the programming and conditions of all competitions of WGM and also have the right to co-opt additional lady golfers to assist on special occasions or for special purposes.
10. Sub Committees:
The newly elected committee shall forthwith appoint the following sub-committees from its members:
 - (i) Match Committee:
Consisting of Captain (Chairwoman), Vice Captain, Handicap Manager and two (2) others, preferably not office bearers.
The Match Committee shall manage and control all competitions and matches and select players for these where necessary. This sub-committee will draw up an annual competition programme, year end to be immediately prior to the next Annual General Meeting of WGM. The programme shall be presented to the committee for confirmation. It will adjudicate and decide any protest or complaint in connection with these competitions and its decision will be final. It shall have the power to alter or vary any of the conditions including starting time and type of competition. All other decisions and proposals should be ratified by the committee of WGM. The President is a member, ex-officio, but is not obliged to attend all meetings. Prior to play the conditions of all competitions shall be displayed.
The Rules of Golf as authorised by the Royal and Ancient Golf Club of St Andrews and the Local Rules and By-laws of Murwillumbah Golf Club Limited shall be adopted. No such conditions shall contravene the rights of any individual member given to them by Murwillumbah Golf Club's Constitution and any Rules and By-laws set up in accordance with that Constitution or any relevant State or Federal laws which govern the operations of Murwillumbah Golf Club Limited.
 - (ii) House Committee:
Consisting of the Vice-President (Chairwoman), and six (6) or more committee members who are not office bearers or Match Committee members. The House Committee shall have the right to co-opt an additional committee member or members to assist on special occasions. This committee shall be responsible for the comfort of the lady golfers within the clubhouse.
11. Complaints:
All complaints are to be made in writing to the Secretary of WGM who shall submit them to the Committee whose decision will be final, unless such complaint is of a nature that the responsibility for such matters lies with the Board, in which case the Committee will forward such complaint to them immediately.
In no instance shall a Lady Golfer or member of the WGM Committee reprimand or issue an order to an employee of the Murwillumbah Golf Club Limited.
12. Contravention of Laws:
No provision in these Rules and By-laws shall contravene any provision in the Constitution of Murwillumbah Golf Club Limited or any relevant State and Federal laws and Regulations which govern its operation under the Corporations Law and as a Registered Club. To the extent that any of the provisions of these By-laws may inadvertently be inconsistent with the above, these sections shall be inoperative, but such inconsistency will not render any other section of these By-laws which do have consistency invalid.

42. Veterans' Golf Association

The Veterans' Golf Association, Murwillumbah is a Section of Murwillumbah Golf Club Limited and abides by the Constitution and By-laws of Murwillumbah Golf Club Limited.

43. Board Sub-Committees

43.1 Without derogating from the general powers conferred by the Rules of the Constitution, the Board has resolved to delegate responsibility to the following sub-committees:

- (a) Finance Committee
- (b) House, Membership & Marketing Committee
- (c) Greens Committee
- (d) Match Committee

In addition, until the conclusion of the 2008 Annual General Meeting, the following additional sub-committees:

- (e) Building Committee
- (f) Historical Committee
- (g) Constitution/By-Laws Committee

43.2 The Board has further resolved that such delegation enables such committees to consist of any:

- (a) Director;
- (b) Member;
- (c) Employee of the Club;
- (d) Person who is not a member but who has a particular skill or expertise which they will apply to a committee; or any combination thereof.

43.3 The Board shall have the power from time to time to vary or revoke any such delegation.

43.4 The Chairman shall be ex officio member of all Committees.

43.5 Any 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 Chairperson of the meeting shall have a second and casting vote.

43.6 The meetings and proceedings of any committee consisting of three or more persons shall be governed by the provisions of the Constitution for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this or any subsequent By-law made by the Board.

GOLF EQUIPMENT, BALLS & LOST BALLS BY-LAWS

44. Purchase or Sale of Golf Equipment & Balls

44.1 No Member or visitor shall purchase or sell any golf equipment or golf balls, whether second hand or not, in the precincts of the Club's property from any person other than the Club's Golf Professional.

45. Recovery of Lost Balls from Water Hazards

45.1 The Murwillumbah Golf Club has a current contract with a Ball Retriever giving exclusive rights to retrieve golf balls from the Club's lakes and dams and agrees to abide by the terms of the Club's Contractor's Handbook.

45.2 The Golf Ball Retriever has contracted not to sell any golf balls whilst on the Club's property other than to the Club's Golf Professional.

46. ALTERATIONS – GOLF COURSE AND OTHER CAPITAL WORKS

Golf Course

46.1 The Club will maintain a plan to be reviewed annually, ideally covering at least the next 5 years, which identifies areas for improvement or major change to the playing areas of the course and its environs. The Board will update members of the current plan at least annually.

46.2 Prior to committing the Club to implement any material and major course capital works such as the positioning or shape of greens; the addition or removal of bunkers; the position of tees; the creation or removal or major alteration to hazards or other fundamental course topography, the Board will inform members of major material works planned; present the plans of the proposed material changes and display the plans prominently in the clubhouse for a minimum of two (2) months to seek constructive comment and the opinion of members. Information must include indicative costs.

46.3 If work in 46.1 and 46.2 above includes the reconstruction or repositioning of a green involving significant reshaping, then a qualified golf architect is to be consulted for advice and guidance and the details made available to members.

Clubhouse & Other Capital Works

47.1 The Club will maintain a plan ideally spanning at least 5 years which embraces major improvements, additions and other alterations to buildings, car parks and other areas of the Club's property and the Board will ensure that members are informed of the current plan at least annually.

47.2 The Board will inform members prior to implementing and/or committing the Club to any major capital works by presenting the detailed plans and indicative costs and displaying the plans prominently in the Clubhouse for an appropriate time but at least two (2) months so that members have a reasonable opportunity to express an opinion and make constructive comments to assist the Board.

48. AMENDMENTS, ADDITIONS AND DELETIONS TO THE BY-LAWS

48.1 The Board or Management Committee reserves the right to alter any of the foregoing rules and to make any such other and further rules as in its judgement may from time to time be needful but no amendment, addition or deletion to these rules may be made except and until resolved at a meeting of the Board of Directors and then formally notified to Members in accordance with the Constitution of the Club.

Notwithstanding the above By-Laws, the operations of the Club are governed by the Constitution. Both the Constitution and these By-Laws shall be made available to any member upon request. A small fee may be payable. Enquiries are to be directed to the Secretary Manager.