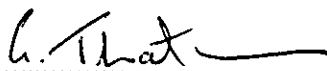


I, Gary Thatcher, Secretary Manager of Murwillumbah Golf Club Ltd certify that this and the following 31 pages is a true and correct copy of the Constitution as amended by Special Resolutions passed at the Annual General Meeting of Murwillumbah Golf Club Ltd held on 27 November 2022.



Mr Gary Thatcher
Secretary Manager

27 November 2022
Date

Index to Murwillumbah Golf Club Limited Constitution

| <u>Index Subject</u> | <u>Rule(s)</u> |
|--|----------------|
| Addresses of Members and Change of Address | 23 |
| Amendments to Constitution | 58 |
| Annual General Meetings | 39 & 41 |
| Auditors and Auditor's Rights | 42 & 51 |
| Board of Directors | 30 |
| Board Proceedings | 33 |
| By-laws | 32 |
| Changes to the Golf Course, Clubhouse and Other Capital Works | 32 |
| Committees | 32 |
| Contracts with Directors | 35 |
| Contracts with Secretary or other Top Executive | 36 |
| Copy of Constitution | 57 |
| Core Property | 50 |
| Definitions | 3 |
| Disciplinary Committee | 26 |
| Disciplinary Proceedings | 25 |
| Dissolution: Application of Club Property | 7 |
| Election of Board | 31 |
| Election of Members | 19 |
| Execution of Documents | 54 |
| Financial Records &Accounts &Reporting to Members - Annual & Quarterly | 49 |
| Financial Year | 48 |
| Gaming | 9 |
| General Meetings | 39,40,43,44, |
| Guests | 17 |
| Honorary Members | 14 |
| Indemnity to Officers | 56 |
| Income and Property of the Club | 6 |
| Life Membership | 11 |
| Liquor | 8 |
| Membership | 10 |
| Members' Resolutions & Statements | 46 |
| Minutes | 47 |
| Name of the Company | 1 |
| Notices to Members | 55 |
| Objects | 4 |
| Ordinary Members | 10 |
| Patron | 18 |
| Playing and Other Rights of Members | 13 |
| Powers of the Board | 32 |
| Powers of the Club | 5 |
| Preliminary Company Matters and Interpretations | 2 |
| Provisional Members | 16 |
| Quorums | 44 |
| Register of Members and Guests | 24 |
| Removal of Directors | 37 |
| Removal of Persons from the Premises of the Club | 28 |
| Resignation and Cessation of Membership | 29 |
| Secretary | 53 |
| Sections of the Club | 32 |
| Subscriptions, Joining Fees and Levies | 21 |

| | |
|---|----|
| Suspended Member | 27 |
| Temporary Members | 15 |
| Transfer of Membership | 20 |
| Treasurer (Chairman of Finance Committee) | 52 |
| Unfinancial Members | 22 |
| Vacancies on the Board | 38 |
| Voting Rights of Members | 12 |

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 Licence**" means a club licence held under the Liquor Act.
- (e) "**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.
- (f) "**Constitution**" means this Constitution and its Rules.
- (g) "**Core property and non-core property**" means any real property owned or occupied by the Club referred to in Section 41E of the Registered Clubs Act 1976 as amended.
- (h) "**Director**" means a person who is a member of the Board.

- (i) **"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.
- (j) **"Full Member"** means a person who is an ordinary member or a life member of the Club.
- (k) **"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.
- (l) **"General Meeting"** includes Annual General Meeting.
- (m) **"In writing"** and **"written"** include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.
- (n) **"Liquor Act"** means the Liquor Act 2007. 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.
- (o) **"Month"** means calendar month.
- (p) **"Officer"** means an officer as defined in the Act.
- (q) **"Ordinary Member"** means a member of the Club other than a life member, foundation member, honorary member, temporary member or provisional member.
- (r) **"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.
- (s) **"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.
- (t) **"Registered Clubs Regulation"** means Registered Clubs Regulation 2015 (NSW). When any reference is made to a provision of the Registered Clubs Regulation, that reference is modified by any law for the time being.
- (u) **"Rules"** means the rules comprising this Constitution.
- (v) **"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.
- (w) **"Special Resolution"** has the meaning assigned thereto by the Act.
- (x) **"the Authority"** means the Independent Liquor and Gaming Authority referred to in the Registered Clubs Act and Registered Clubs Regulation and constituted under the Gaming and Liquor Administration Act 2007.
- (y) **"the Department Secretary"** means the Secretary of the Department of Enterprise, Investment and Trade or such other NSW Government Department allocated responsibility for the Independent Liquor and Gaming Authority and Liquor and Gaming NSW.
- (z) **"The office"** means the registered office for the time being of the Club.
- (aa) **"Top Executive"** means the Secretary and other person or persons defined and referred to in the Registered Clubs Regulation 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 Club Licence or any other licence or licences under the Liquor Act, 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 a Secretary and/or manager for the Club Licence(s) (as the case may be) and if necessary or desirable hold any other liquor licence 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 Club Licence or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- 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 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 financial members 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 financial members of the Club as appointed by the Board;
 - (b) all references to the Board in Rule 25 shall be read as being references to the Disciplinary Committee; and
 - (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 Club Licence(s), 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 Department Secretary 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 Department Secretary 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 Regulation.
- 31.2 The Board shall maintain By-laws consistent with the Registered Clubs Act and Registered Clubs Regulation 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 41E of the Registered Clubs Act and clause 29B of the Registered Clubs Regulation concerning the disposal of "core property" 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 licensed premises which may be subject to the Club Licence without the prior consent of the Authority.

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 quarter, being a period of 3 months ending 31 March, 30 June, 30 September and 31 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 clause 8 of Schedule 2 of the Registered Clubs Regulation:
- (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 Registered Clubs Regulation 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 Regulation if the value of the gift or remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.

Prohibition on Directors with Material Interests from Voting

- 34.5 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.
- 34.6 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 34.5.

Register of Interests-Disclosures

- 34.7 The Secretary shall keep, in accordance with the Registered Clubs Act and Regulations, a Register of Disclosures made in relation to the Club pursuant to Rules 34.1 to 34.4 under Schedule 2 of the Registered Clubs Regulation.
- 34.9 Rules 34.1 to 34.7 do not limit the provisions of the Registered Clubs Regulation referred to in those Rules.

35. CONTRACTS WITH DIRECTORS

- 35.1 In accordance with clause 4 of Schedule 2 of the Registered Clubs Regulation, 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)); or
 - (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 Regulation) 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 Regulation.
- 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 316A of the Act have been sent or made available 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 316A 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.
- 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 316A of the Act.

Quarterly Financial Statements and Reporting to Members

- 49.5 In accordance with clause 10 of Schedule 2 of the Registered Clubs Regulation, 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) indicate, the financial statements available to the members of the Club within 7 days 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.

Provision of Other Information to Members- Reporting Requirements

- 49.6 Subject to the Registered Clubs Regulation, the Club must:
- (a) record the following information and keep it in a form approved by the Department Secretary, Liquor and Gaming NSW or the Authority, as the case may be;
 - (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 Department Secretary, Liquor and Gaming NSW or the Authority as the case may be 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 on the request (in writing) of the member.

The information to be recorded in respect of the Club's financial year as required by Schedule 2 of the Registered Clubs Regulation is as follows:

- (1) disclosures made to the Club under clause 8 of Schedule 2 of the Registered Clubs Regulation;
- (2) details of any overseas travel during the relevant financial year of the Club by a director of the Club or an employee of the Club in the person's capacity as a director or employee, including any costs wholly or partly met by the Club in relation to that travel,
- (3) details of any loan over \$1,000 (or such other amount as may be prescribed from time to time by the Registered Clubs Regulation) to an employee of the club made during the relevant financial year of the Club, including the amount of the loan and the interest rate (if any),
- (4) details of any of any contract of employment with a Top Executive of the Club approved during the relevant financial year of the Club,
- (5) details of any of any consultancy during the relevant financial year of the Club costing more than \$30,000 (or such other amount as may be prescribed from time to time by the Registered Clubs Regulation), including the name of the consultant, the consultancy fee and the nature of the services provided by the consultant,
- (6) the total amount paid to consultants during the reporting period (excluding those amounts required to be included under paragraph (5)),
- (7) details of any legal settlement paid to a director or employee of the Club during the relevant financial year of the Club and any associated legal fees paid by the club, unless the disclosure would breach any confidentiality agreement reached by the Club,
- (8) details of any legal fees (not referred to in paragraph (7)) paid by the club during the reporting period on behalf of a director or employee of the Club,
- (9) the amount allocated by the Club during the relevant financial year of the Club to community development and support under the Club GRANTS scheme pursuant to the Gaming Machine Tax Act 2001,
- (10) the amount of gaming machine profits from the operation of gaming machines during the gaming machine tax period relating to the relevant financial year of the Club.

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 Regulation, the club must not dispose of any core property of the club unless:

- (a) the property has been valued by a qualified valuer, 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 Regulation.

50.5 Clause 29B of the Registered Clubs Regulation 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) recorded for that member in the Register of Members; or
- (d) by notifying the member that the notice is available and how it may be accessed, if the Club has an electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice (such as 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 Where a notice is sent under Rule 55.1(d), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- 55.6 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 Department Secretary, Liquor and Gaming NSW or the Authority, as the case may be 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