

This and the following 40 pages is a true and correct copy of the Constitution amended by Ballina Golf and Sports Club Limited at the Annual General Meeting held on 6<sup>th</sup> December 2021.

.....*Maerher*.....

Mr Michael Gaertner

Company Secretary

.....06/12/21.....

Date

# **CONSTITUTION**

## **OF**

### **BALLINA GOLF AND SPORTS CLUB LIMITED**

**ACN 001 050 095**

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## 1. NAME OF THE COMPANY

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- 1.1 The name of the Company is Ballina Golf and Sports Club Limited (hereinafter referred to as "**the Club**").

## 2. PRELIMINARY COMPANY MATTERS AND INTERPRETATIONS

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- 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 two dollars (\$2.00) 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) above 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 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- 2.8 The Constitution and By-laws of the Club have effect as a contract between:
- (a) the Club and each member; and
  - (b) the Club and each director; and
  - (c) each member and each other member,
- under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.
- 2.9 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.

## 3. DEFINITIONS

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- 3.1 In this Constitution unless the context or subject matter is inconsistent:
- (a) "**The Act**" means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
  - (b) "**Biennial General Meeting**" means every second Annual General Meeting at which the Board is elected in accordance with this Constitution.
  - (c) "**The Board**" mean the Members for the time being of the Club's Board of Directors.

- (d) **"By-Laws"** mean the By-Laws made in accordance with this Constitution.
- (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) **"Director"** means a person who is a member of the Board.
- (h) **"Financial Member"** means any Full member who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (i) **"Full Member"** means a person who is a member of the Club in any of the categories of membership referred to in Rule 9.2.
- (j) **"Gaming Machines Act"** means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
- (k) **"General Meeting"** includes Annual General Meeting
- (l) **"In writing"** and **"Written"** include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.
- (m) **"Liquor Act"** means the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (n) **"Month"** means calendar month.
- (o) **"Non-Financial Member"** means any Full member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (p) **"Registered Clubs Act"** means Registered Club Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (q) **"Rules"** mean the Rules comprising this Constitution.
- (r) **"Section"** means a section or sub-club of the Club.
- (s) **"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.
- (t) **"Special Resolution"** has the meaning assigned thereto by the Act.
- (u) **"The Office"** means the registered office for the time being of the Club.

#### 4. **OBJECTS OF THE CLUB**

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##### 4.1 The objects for which the Club is established are to:

- (a) promote and conduct the game of golf and such other sports, games, amusements and entertainments, pastimes and recreation; indoor and outdoor, as the Club may deem expedient.

- (b) promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sports and to offer, give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainment, provided that no member of the Club or other person will receive any prize, medal, award or distinction except as successful competitor at any match, sporting event, trial or competition held 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) affiliate with the Northern Rivers Golf Association, New South Wales 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.

4.2 The Club may advance and fulfil the abovementioned objects by way of the Club undertaking some or all of the following:

- (a) constructing, establishing, providing, maintaining and conducting such golf course or courses, other sporting and playing areas, grounds and facilities as the Club may determine and to constructing, providing, establishing, furnishing and maintaining 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) purchasing, hiring, taking on, leasing or exchanging or otherwise acquiring 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 selling, improving, managing, developing, exchanging, leasing, conveying, transferring, assigning, mortgaging, disposing of, turning to account or otherwise dealing with all or any part of the property or rights of the Club, subject to the Liquor Act, Registered Clubs Act and this Constitution.
- (c) constructing, maintaining and altering any buildings or works necessary or convenient for the purposes of the Club.
- (d) raising money by application fees, subscriptions and other charges or levies payable by members and granting rights and privileges to members.
- (e) subscribing to, becoming a member of and co-operating 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 this Constitution.
- (f) making, drawing, accepting, endorsing, discounting and executing and issuing cheques, promissory notes, bills of exchange, debentures or other transferrable or negotiable instruments of any description.
- (g) borrowing money from time to time and for such purposes giving debentures, liens, mortgages, charges or other security over the whole or any part of the real or personal property of the Club.
- (h) lending money to persons or companies and on such terms as may seem expedient and carrying 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 guaranteed business and for that purpose

giving securities over all or any part of the Club's business or undertaking or property both present and future.

- (i) indemnifying 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 giving 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.
- (j) investing and dealing 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.
- (k) appointing, employing, training, removing or suspending managers, clerks, secretaries, contractors, employees, workmen and any other persons as may be necessary or convenient for the purposes of the Club.
- (l) taking or otherwise acquiring and holding 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 to directly or indirectly to benefit the Club.
- (m) promoting 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.
- (n) To selling or disposing 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.
- (o) insuring against damage by fire or otherwise any insurable property of the Club and insuring 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 establishing and supporting or aiding 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 paying premiums or other amounts on such insurance funds, pensions or allowances.
- (p) making donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (q) making donations for charitable, benevolent or patriotic purposes.
- (r) applying for and obtaining and holding a club licence under the Liquor Act and any other necessary licences for the operation of the Club, doing 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.
- (s) doing all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

## **5. INCOME AND PROPERTY OF THE CLUB**

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- 5.1 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.

- 5.2 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 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.
- 5.3 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 under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- 5.4 A Director shall not hold or be appointed or elected to any other office of the Club paid by salary or wages or any similar basis of remuneration.
- 5.5 Subject to Rule 5.6 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; or
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered; or
  - (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 of the Club; or
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 5.6 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; or
  - (b) repayment of out-of-pocket expenses in accordance with section 10(6)(d) of the Registered Clubs Act.

## **6. APPLICATION OF CLUB PROPERTY ON DISSOLUTION**

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- 6.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
  - (a) not be transferred, paid to or distributed among the members; or
  - (b) be given or transferred to an institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and has or have 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.
- 6.2 The institution or institutions referred to in Rule 6.1(b) above 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; or
  - (b) the Supreme Court of New South Wales.



## 7. LIQUOR

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- 7.1 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 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.
- 7.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- 7.3 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.

## 8. GAMING

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- 8.1 A person under the age of eighteen (18) years shall not use or operate the gaming machines or gaming facilities of the Club.
- 8.2 Subject to section 73(2) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of any 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.
- 8.3 Subject to section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## 9. MEMBERSHIP

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- 9.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior Playing member in accordance with this Constitution.
- 9.2 Unless otherwise determined by the Board by way of By-law, the Full membership of the Club shall be divided into the following categories:
  - (a) Select Playing members.
  - (b) Midweek Playing members.
  - (c) Country Playing members.
  - (d) Lifestyle Playing members.
  - (e) Junior Playing members.
  - (f) Social members.
  - (g) Special members; and
  - (h) Life members.
- 9.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
  - (a) Provisional members.
  - (b) Honorary members; or
  - (c) Temporary members.
- 9.4 The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five percent (25%) of the Full members of the Club.

- 9.5 For the purposes of section 246B of the Act, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with Rule 51 and without the need for a separate resolution to be passed by members of that class of membership.

### **SELECT PLAYING MEMBERS**

- 9.6 Select Playing members shall be persons who:
- (a) have attained the age of eighteen (18) years; and
  - (b) are elected or transferred to Select Playing membership of the Club.
- 9.7 Subject to any restrictions contained in this Constitution, Select Playing members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time.
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club.
  - (c) nominate for and be elected to hold office on the Board.
  - (d) vote in the election of the Board.
  - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (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; and
  - (h) introduce guests to the Club.

### **MIDWEEK PLAYING MEMBERS**

- 9.8 Midweek Playing members shall be persons who:
- (a) have attained the age of eighteen (18) years; and
  - (b) are elected or transferred to Midweek Playing membership of the Club.
- 9.9 Subject to any restrictions contained in this Constitution, Midweek Playing members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time.
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club.
  - (c) nominate for and be elected to hold office on the Board.
  - (d) vote in the election of the Board.
  - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (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; and
  - (h) introduce guests to the Club.

### **COUNTRY PLAYING MEMBERS**

- 9.10 Country Playing members shall be persons who:
- (a) have attained the age of eighteen (18) years; and

- (b) who usually reside beyond the boundary of the Northern Rivers District Golf Association; and
  - (c) are elected or transferred to Country Playing membership of the Club.
- 9.11 Subject to any restrictions contained in this Constitution, Country Playing members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time.
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club.
  - (c) vote in the election of the Board.
  - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (e) propose, second, or nominate any eligible member for any office of the Club.
  - (f) propose, second or nominate any eligible member for Life membership; and
  - (g) introduce guests to the Club.
- 9.12 Country Playing members shall not be entitled to nominate for and be elected to hold office on the Board.

#### **LIFESTYLE PLAYING MEMBERS**

- 9.13 Lifestyle Playing members shall be persons who:
- (a) have attained the age of eighteen (18) years; and
  - (b) are elected or transferred to Lifestyle Playing membership of the Club.
- 9.14 Subject to any restrictions contained in this Constitution, Lifestyle Playing members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time.
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club.
  - (c) vote in the election of the Board.
  - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (e) propose, second, or nominate any eligible member for any office of the Club.
  - (f) propose, second or nominate any eligible member for Life membership; and
  - (g) introduce guests to the Club.
- 9.15 Lifestyle Playing members shall not be entitled to nominate for and be elected to hold office on the Board.

#### **JUNIOR PLAYING MEMBERS**

- 9.16 Junior Playing members shall be persons who:
- (a) have not attained the age of eighteen (18) years; and
  - (b) are elected to Junior Playing membership of the Club.
- 9.17 A person shall not be admitted as a Junior Playing member of the Club unless the Board:

- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a section; and
- (b) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a section; and
- (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a section.

9.18 Subject to the provisions of the Registered Clubs Act, Junior Playing members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club.
- (b) nominate for or be elected to hold office on the Board.
- (c) vote in the election of the Board.
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
- (e) propose, second or nominate any eligible member for any office of the Club.
- (f) propose, second or nominate any eligible member for Life membership; or
- (g) introduce guests to the Club.

#### **SOCIAL MEMBERS**

9.19 Social members shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) are elected or transferred to Social membership of the Club.

9.20 Subject to any restrictions contained in this Constitution, Social members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) introduce guests to the Club.

9.21 Social members are not entitled to:

- (a) any playing privileges and advantages of the Club unless otherwise determined by the Board from time to time.
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club.
- (c) nominate for and be elected to hold office on the Board.
- (d) vote in the election of the Board.
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
- (f) propose, second or nominate any eligible member for any office of the Club; or
- (g) propose, second or nominate any eligible member for Life membership.

#### **SPECIAL MEMBERS**

9.22 Special members shall be persons who:

- (a) have attained the age of eighteen (18) years.
  - (b) are elected or transferred to Special membership of the Club; and
  - (c) are not categorised as a member under the above Rule 9.2(a) to 9.2(f).
- 9.23 Subject to any restrictions contained in this Constitution, Special members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time.
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club.
  - (c) vote in the election of the Board.
  - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (e) propose, second, or nominate any eligible member for any office of the Club.
  - (f) propose, second or nominate any eligible member for Life membership, and
  - (g) introduce guests to the Club.
- 9.24 Special members shall not be entitled to nominate for and be elected to hold office on the Board.

#### **LIFE MEMBERS**

- 9.25 A Life member shall be any member who in consideration of outstanding service to the Club has been granted Life membership of the Club in accordance with this Constitution.
- 9.26 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 9.27 Candidates for Life membership shall be proposed by one and seconded by another eligible member and submitted to the Board for approval.
- 9.28 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 9.29 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 9.30 If a nomination for Life membership is approved by a resolution passed by a two thirds majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- 9.31 A Life member shall be entitled to all the rights and privileges of the category of membership which they held immediately before being admitted to Life membership of the Club.
- 9.32 A Life member is relieved from the payment of any annual subscription.

#### **10. HONORARY MEMBERS**

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- 10.1 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; or
  - (b) Any prominent citizen or dignitary visiting the local community or the Club.

- 10.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- 10.3 Honorary members who are not Full members of the Club are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (b) introduce guests to the Club.
- 10.4 Honorary members who are not Full members of the Club are not entitled to:
- (a) vote at any meeting of the Club.
  - (b) nominate for or be elected to the Board or any office in the Club.
  - (c) vote in the election of the Board.
  - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (e) propose, second or nominate any eligible member for any office of the Club; or
  - (f) propose, second or nominate any eligible member for Life membership.
- 10.5 The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
- 10.6 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.

## 11. **TEMPORARY MEMBERS**

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- 11.1 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 ordinary 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 such other 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; or
  - (d) An interstate or overseas visitor.
- 11.2 Temporary members are not required to pay an entrance fee (if any) or subscription.
- 11.3 Temporary members are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

- (b) subject to Rule 13, introduce guests into the Club.
- 11.4 Temporary members are not entitled to:
  - (a) attend or vote at general meetings (including Annual General Meetings) of the Club.
  - (b) nominate for or be elected to the Board.
  - (c) vote in the election of the Board.
  - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
  - (e) propose, second or nominate any eligible member for any office of the Club; or
  - (f) propose, second or nominate any eligible member for Life membership.
- 11.5 The Secretary, or the senior employee of the Club then on duty, may refuse a person admission to the Club as a Temporary member or terminate the membership of any Temporary Member at any time without notice and without required to give reason.
- 11.6 A person under the age of eighteen (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 11.1(c) above.
- 11.7 When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 11.1(c) above) first enters the Club's premises, 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.
  - (b) The residential address of the Temporary Member; and
  - (c) The signature of the Temporary Member.
- 11.8 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such other longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members on the first day that they enter the Club's premises during that period.

## 12. **PROVISIONAL MEMBERS**

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- 12.1 A person in respect of whom:
  - (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
  - (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
 may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):
  - (a) that person shall cease to be a Provisional member of the Club; and
  - (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

12.3 Provisional members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

12.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club.
- (b) nominate for or be elected to hold office on the Board.
- (c) vote in the election of the Board.
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution).
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

12.5 The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

### 13. **GUESTS**

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13.1 All members (except Junior Playing members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 13.10 below.

13.2 A member must not introduce guests more frequently or in greater number than may for the time be provided by By-Laws.

13.3 No member shall introduce any person as a guest who has been expelled from the Club, who has been suspended from the Club or who has been refused admission to or has been turned out of the Club.

13.4 Members shall be responsible for the conduct of any guests they may introduce to the Club.

13.5 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.

13.6 A guest must always 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.

13.7 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.

13.8 The Secretary or senior employee then on duty may refuse a guest of a member 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.

13.9 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.



- 13.10 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member.
  - (b) who does not remain on the Club premises any longer than that Temporary member; and
  - (c) in relation to whom the member is a responsible adult.
- 13.11 For the purposes of Rule 13.10, a “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor.
  - (b) the minor’s spouse or de facto partner; or
  - (c) for the time being, standing in as the parent of the minor.
- 13.12 A register of persons of or over the age of eighteen (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. This register shall set forth in respect of each of those guests:
- (a) the name in full or the surname and initials.
  - (b) the address.
  - (c) the date on which the entry of the guest’s name in the register is made; and
  - (d) the signature of the member introducing the guest.

#### 14. **PATRON**

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- 14.1 The members may appoint one or more Patrons from time to time upon a recommendation being made by the Board at a General Meeting.
- 14.2 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.

#### 15. **ELECTION OF MEMBERS**

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- 15.1 A person must not be admitted as a Full Member (other than Life member) of the Club unless that person is elected to membership at a meeting of the Board or a duly appointed Committee.
- 15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 15.3 The Board or election committee may reject any application for membership without giving any reason.
- 15.4 A candidate for any class of Full membership (other than Life membership) shall be proposed by one and seconded by another Full member (other than a Junior Playing member). The proposer and seconder must have each been a financial member of the Club for at least twelve (12) months.
- 15.5 Every application for 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 email address of the applicant.
  - (d) The phone number of the applicant.

- (e) The date of birth and the age of the applicant.
  - (f) The occupation of the applicant.
  - (g) A statement to the effect that the applicant agrees to be bound by the Constitution and By-Laws of the Club.
  - (h) The signature of the applicant and, in the case of a Junior Playing member, the signature of the parent or guardian of the applicant.
  - (i) The name and signature of the proposer and the name and signature of the seconder; and
  - (j) Such other particulars as may be prescribed by the Board from time to time.
- 15.6 Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate subscription; and
  - (b) evidence of a current driver's licence or a current passport held by that applicant, or such other form of identification as determined by the Board.
- 15.7 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 15.8 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.7 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- 15.9 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 15.10 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- 15.11 The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
- 15.12 The Board has the power to make By-Laws regulating all matters in connection with the election of a member not otherwise provided for in this Constitution.
- 15.13 When a person has been elected to membership of the Club, the Secretary shall enter that person's particulars in the Club's Register of Members.

## **16. TRANSFER OF MEMBERSHIP**

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- 16.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.
- 16.2 The Board shall have the power to transfer a member who ceases to have the necessary qualifications for a particular category of membership (for example, if he or she exceeds the maximum age for that category of membership) to another category of membership of the Club for which the member has the necessary qualifications.

- 16.3 Any application for transfer of membership pursuant to Rule 16.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 16.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 16.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 16.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.
- 16.6 The Board may appoint a committee to exercise some or all of the Board's powers in relation to the transfer of membership.

#### **17. JOINING FEES, SUBSCRIPTIONS AND LEVIES**

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- 17.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than two dollars (\$2.00) (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 17.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 17.3 Any person elected during the financial year of the Club to any class of membership pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than two dollars (\$2.00) (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 17.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.
- 17.5 Any person who has not paid his or her joining fee, subscription, levy or other payment:
  - (a) by the due date shall become a Non-Financial member and cease to be entitled to the privileges of membership of the Club; and
  - (b) within one (1) month after the due date shall cease to be a member of the Club.
- 17.6 The Board may impose levies and charges on members for general or special purposes.
- 17.7 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.
- 17.8 The Board may at any time or times suspend or reduce the payment of entrance fees (if any) and/or membership subscription fees. The Board has the discretionary power to fix and determine or waive the entrance fee (if any) chargeable to any member under any special circumstances that may arise subject to the provisions of the Registered Clubs Act.

#### **18. NON-FINANCIAL MEMBERS**

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- 18.1 Non-Financial members shall not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without permission of the Board.
- (b) participate in any of the social or sporting activities of the Club for any purpose 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; or
- (g) propose, second or nominate any eligible member for Life Membership, or any person for membership of the Club.

## **19. NOTIFICATION OF CHANGE OF CONTACT DETAILS**

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- 19.1 Every member must advise the Secretary of any change to their contact details (including their address, email address and telephone number) within seven (7) days of the change to their details.

## **20. REGISTERS OF MEMBERS AND GUESTS**

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- 20.1 The Club shall keep the following Registers pursuant to and in accordance with the requirements of the Registered Clubs Act and the 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:
  - (1) The name in full.
  - (2) The occupation.
  - (3) The address.
  - (4) The date on which the entry of the member's name in the register is made; and
  - (5) The date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (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 and this Constitution.
- (c) A register of persons who are Temporary Members (other than Temporary members referred to in Rule 11.1(c) above) which shall be kept in accordance with section 31(1)(d) of the Registered Clubs Act and this Constitution.
- (d) A register of persons of or above the age of eighteen (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 and this Constitution.

## **21. DISCIPLINARY PROCEEDINGS**

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- 21.1 Subject to Rule 21.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;

- (1) guilty of any conduct prejudicial to the interests of the Club; or
- (2) guilty of conduct which is unbecoming of a member.

21.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
  - (1) any charge against the member pursuant to Rule 21.1; and
  - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member; and
  - (3) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 21.2 by notice in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
  - (1) attend the meeting for the purpose of answering the charge; and
  - (2) submit to the meeting written representations for the purpose of answering the charge; and
  - (3) call witnesses provided that:
    - (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
    - (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).
- (d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (f) If the member fails to attend such meeting:
  - (1) the charge may be heard and dealt with, and the Board may decide on the evidence before it; and
  - (2) the Board may impose any penalties,

the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
- (g) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

- (h) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
  - (i) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
  - (j) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two thirds majority of the directors present in person vote in favour of such motion.
  - (k) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.2.
  - (l) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision
  - (m) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
  - (n) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 21 (and Rule 22 in the context of the disciplinary committee) is not strictly complied with provided that there was no substantive injustice for the member charged.
- 21.3 In the event that a notice of charge is issued to a member pursuant to Rule 21.2(a) above, the Board may suspend that member from any or all rights and privileges of membership until the charge is heard and determined. The member shall be promptly notified of any suspension imposed under this Rule.
- 21.4 This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 24 of this Constitution and the powers contained in section 77 of the Liquor Act.

## **22. DISCIPLINARY COMMITTEE**

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- 22.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 21 above to a Disciplinary Committee comprising not fewer than three (3) Directors of the Club selected by the Board.
- 22.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 21 above except that:
- (a) the quorum of the Disciplinary Committee shall be three (3) Directors of the Club.
  - (b) all references to the Board in Rule 21 above shall be read as being references to the Disciplinary Committee; and
  - (c) all references to Directors in Rule 21 above shall be read as references to members of the Disciplinary Committee.
- 22.3 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 21 above on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rule 21 above is followed; and
  - (b) the member is notified that the Board is exercising the power contained in this

Rule 22.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

- 22.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 22.1 above 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.
- 22.5 This Rule 22 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 24 of this Constitution and the powers contained in section 77 of the Liquor Act.

### 23. **SUSPENDED MEMBER**

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- 23.1 Any member suspended from membership of the Club 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.
  - (b) participate in any of the social or sporting activities of the Club or any section 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; or
  - (g) propose, second or nominate any eligible member for Life membership.

### 24. **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

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- 24.1 In addition to the powers under section 77 of the Liquor Act, the Secretary or, subject to Rule 24.3 below, 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.
  - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club.
  - (c) whose presence on the Club's premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act.
  - (d) 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.
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is designated smoke-free.
  - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects is a prohibited drug or prohibited plant; or
  - (g) whom the Club, under the conditions of its club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 24.2 If pursuant to Rule 24.1 above, 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 24.5 below) 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 to be turned out of the premises of the Club.

- 24.3 Without limiting Rule 24.5, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(a) the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.
- 24.4 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 24.5 Without limiting the provisions of section 77 of the Liquor 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.

## **25. RESIGNATION AND CESSATION OF MEMBERSHIP**

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- 25.1 A member may at any time resign from his or her membership of the Club by giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 25.2 A resignation pursuant to Rule 25.1 above shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 25.3 Any member who has resigned pursuant to Rule 25.1 above will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club unless the Board (in its absolute discretion) considers that there are circumstances warranting a full or partial refund of such payments.

## **26. BOARD OF DIRECTORS**

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- 26.1 The Board of the Club shall consist of seven (7) Directors who shall comprise a:
- (a) Chairperson.
  - (b) Deputy Chairperson.
  - (c) Golf Director: and
  - (d) Four (4) Ordinary Directors.
- 26.2 The Board shall be elected biennially in accordance with this Constitution.
- 26.3 Only Life members, financial Select members and financial Midweek members may nominate for and be elected or appointed to the Board.
- 26.4 A member shall not be eligible to nominate for or be elected or appointed to the Board if he or she:
- (a) is an employee.
  - (b) is currently under suspension from the Club.



- (c) is a non-financial member.
  - (d) has been cited to appear before the Board or the Disciplinary Committee on any charge and has been found guilty of such charge (irrespective of the penalty received) within the two (2) year period immediately preceding the closing date for nominations for election to the Board or the proposed date of election or appointment to the Board.
  - (e) has at any time been convicted of an indictable offence.
  - (f) is a former employee of the Club whose services were terminated for misconduct.
  - (g) has not been a Life member, financial Select Playing member or financial Midweek Playing member (or a combination of those categories of membership) for at least twelve (12) months immediately prior to the closing date for nominations for election to the Board or the proposed date of appointment to the Board; or
  - (h) is a director of another registered club.
- 26.5 A retiring Director shall, subject to this Constitution, be eligible for re-election for a further term.
- 26.6 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

## **27. ELECTION OF THE BOARD**

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- 27.1 The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and at least two (2) polling officials to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
  - (b) Nominations shall close not less than ten (10) days prior to the date fixed for the Biennial General Meeting and must be delivered to the Secretary on or before that date.
  - (c) The nomination form shall be:
    - (1) in writing.
    - (2) in such form and contain such particulars as determined by the Board from time to time (including without limitation, may require certain information to be supported by a statutory declaration); and
    - (3) signed and seconded by two (2) eligible members and signed by the nominee who shall thereby signify his or her consent to the nomination.
  - (d) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
  - (e) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
  - (f) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
  - (g) A nomination can be withdrawn:
    - (1) by the nominee at any time prior to the commencement of voting; and

- (2) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board. An eligible member may be nominated for more than one office.
- (h) An eligible member may be nominated for more than one office.
- (i) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (j) If the full number of candidates for the various positions on the Board is not nominated, then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (k) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (l) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (m) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. The order of seniority shall be Chairperson, Vice Chairperson, Golf Director and Ordinary director.
- (n) The Returning Officer shall supervise the preparation of ballot papers.
- (o) The order in which names appear on the ballot paper shall be determined by lot.
- (p) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time.
- (q) The Returning Officer shall supervise the issue of ballot papers.
- (r) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (s) Members shall place their ballot papers in the ballot box provided at the Club.
- (t) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (u) The Returning Officer shall supervise the examination of ballot papers.
- (v) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (w) The Returning Officer shall supervise the counting of votes.
- (x) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (y) The Returning Officer shall report the result of the ballot to the Biennial General Meeting.
- (z) If the Returning Officer is not present, a polling official shall perform the duties of the Returning Officer set out in this Rule 27.
- (aa) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the

duties of the Returning Officer or polling officials set out in this Rule.

- (bb) If at the close of the Biennial General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with this Constitution.
- 27.2 The Board may from time to time make such By-Laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.
- 27.3 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 27.1 is not strictly complied with provided there is no substantive injustice for any candidates.

## **28. POWERS OF THE BOARD**

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

### **General Powers**

- 28.2 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.

### **Specific Powers**

- 28.3 Without derogating from the general powers conferred by Rule 28.2 above, 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 directors, members, employees, committees, sub clubs or any combination thereof and it may revoke that delegation at any time.
  - (b) to appoint any delegate or delegates to represent the Club for any purpose with such powers as it thinks fit.
  - (c) to purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
  - (d) to secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (e) 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.
  - (f) to issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
  - (g) 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.
  - (h) to invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

- (i) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (j) 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.
- (k) 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.
- (l) to fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) to set the entrance fees, subscriptions, levies, charges and any other amount payable by members of the Club
- (n) 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.
- (o) 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.
- (p) to repay out-of-pocket expenses that are 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 of his or her duties in relation to the Club.
- (q) to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment and plant or other goods and chattels belonging to the Club.
- (r) with the sanction of a general meeting and subject to the Registered Clubs Act and Liquor Act, to sell, exchange or otherwise dispose of all or any of the lands or buildings or other property or rights to which the Club may be entitled to from time to time; or
- (s) subject to the Registered Clubs Act and Liquor Act, to lease any property of the Club;

### **By-Laws**

28.4 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.

28.5 Without limiting the generality of Rule 28.4 above, the Board may regulate:

- (a) matters that the Board is specifically by this Constitution empowered to regulate by By-Laws.
- (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 procedures 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.
- 28.6 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.
- 28.7 Any By-Law made under Rule 28.4 above shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law on the Club Notice Board.
- 28.8 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.

### **Committees and Sections**

- 28.9 Without derogating from the general powers conferred by Rule 28.2 above, the Board shall have the power from time to time to create, manage and control, and terminate and dissolve committees and sections of the Club.
- 28.10 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.
- 28.11 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.
- 28.12 The Board may empower any committee or section 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 open that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
- 28.13 Subject to the Board's absolute control and supervision, each committee or section 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 committee or section must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.
- 28.14 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.

- 28.15 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 Chairperson 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 fit. 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.
- 28.16 Any disciplinary action which is taken by a committee or section of the Club in respect of any member of that committee or section 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.

## 29. PROCEEDINGS OF THE BOARD

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- 29.1 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 necessary but at least once in each month for the transaction of business.
- 29.2 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.
- 29.3 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.
- 29.4 The Chairperson shall be entitled to take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act, then the Deputy Chairperson shall take the chair of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act then the Directors present shall elect one (1) of their number to take the chair for that meeting.
- 29.5 The quorum for a meeting of the Board is four (4) Directors.
- 29.6 The Chairperson may at any time and the Secretary upon the request of not fewer than three (3) Directors shall convene a meeting of the Board.
- 29.7 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.
- 29.8 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.
- 29.9 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.
- 29.10 A resolution in writing signed by all the Directors shall be as valid and effectual as if it has 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 (1) or more Directors. The resolution shall be passed when the last Director signs the document containing the resolution.
- 29.11 In addition to Rule 29.10, a resolution may be passed by the Board if the proposed resolution is emailed to all Directors and all directors agree to the proposed resolution

by each director sending a reply email to the Club to that effect. The resolution is taken to be passed when the last Director has sent their reply email agreeing to the proposed resolution.

- 29.12 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

### **30. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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- 30.1 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:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 30.2.
- 30.2 Subject to section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

### **31. REGISTERED CLUBS ACCOUNTABILITY CODE**

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- 31.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 31. In the extent any inconsistency between this Rule 31 and the provisions of the Registered Clubs Accountability Code, the provisions of the Registered Clubs Accountability Code shall apply to the extent of that inconsistency.
- 31.2 For the purposes of this Rule 31, the terms "close relative", "controlling interest" "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

### **CONTRACTS WITH TOP EXECUTIVES**

- 31.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment.
  - (b) the roles and responsibilities of the top executive.
  - (c) the remuneration (including fees for service) of the top executive; and
  - (d) the termination of the top executive's employment.
- 31.4 Contracts of employment with top executives:
- (a) will not have any effect until they are approved by the Board; and
  - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 31.5 Subject to Rule 31.7 and the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- 31.6 A “pecuniary interest” in a company for the purposes of Rule 31.5 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- 31.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager.
  - (b) any close relative of the Secretary or a manager; or
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- 31.8 The Club must not:
- (a) lend money to a director of the Club; and
  - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 31.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 31.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 31.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club.
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club.,
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises; and
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.
- 31.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 31.11.

#### **TRAINING DISCLOSURES**

- 31.13 The Club must make available to members:
- (a) details of any training which has been completed by directors, the Secretary



and managers of the Club in accordance with the Registered Clubs Regulation; and

- (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

31.14 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

### **PROVISION OF INFORMATION TO MEMBERS**

31.15 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

### **32. REMOVAL FROM OFFICE OF DIRECTORS**

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32.1 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.

32.2 Any person appointed pursuant to Rule 32.1 above shall hold office during such time only as the person whose place he or she is taking would have held same if he or she had not been so removed.

32.3 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 provisions of section 203D of the Act shall be followed in relation to that meeting.

### **33. VACANCIES ON THE BOARD**

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33.1 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 period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not to be vacant as a result of that absence.
- (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 or declaration made under the Act, Liquor Act and Registered Clubs Act.
- (f) fails to disclose the particulars of any material personal interest in a manner that relates to the affairs of the Club as required by this Constitution and/or the Act.

- (g) is convicted of an indictable offence or is made bankrupt.
  - (h) ceases to hold a qualification to be elected or appointed to hold office.
  - (i) ceases to be a financial member of the Club.
  - (j) ceases to be a Full member of the Club.
  - (k) fails to complete the mandatory training requirements for directors referred to in Rule 26.6 within the prescribed period (unless exempted).
  - (l) becomes an employee of the Club.
  - (m) was ineligible to nominate for or be elected or appointed to the Board; or
  - (n) becomes a director of another registered club.
- 33.2 The Board has the 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 Biennial General Meeting at which a board election is required.

#### **34. GENERAL MEETINGS**

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##### **Calling and Holding General Meetings**

- 34.1 A general meeting of the members of the Club must be held for a proper purpose.
- 34.2 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 the Annual General Meetings shall be called General Meetings.
- 34.3 The Board may whenever it thinks fit call and arrange to hold a General Meeting of the Club.
- 34.4 The Board must call and arrange to hold a general meeting of the Club on the request of not less than five percent (5%) of the members of the Club who have a right to vote at General Meetings.
- 34.5 The request in Rule 34.4 above must be in writing, state any resolution to be proposed at the meeting, be signed by the members making their request and be deposited at the office with the Secretary.
- 34.6 Separate copies of the document setting out the request in Rule 34.4 above may be used for signing by members if the wording of the request is identical in each copy.
- 34.7 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.
- 34.8 Members with more than fifty percent (50%) of the votes of all 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.
- 34.9 The meeting referred to in Rule 34.8 above 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 34.4 above is given to the Club.
- 34.10 To call the meeting referred to in Rule 34.9 above, 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.
- 34.11 The Board may cancel or postpone any general meeting prior to the date on which it

is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

- 34.12 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 34.13 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 34.14 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

### **35. NOTICE OF GENERAL MEETINGS**

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- 35.1 At least twenty-one (21) days' notice in writing of the Annual General Meeting and any general meeting of the members of the Club must be given to all Full Members who are entitled to attend and vote at that meeting, and also to the auditor.
- 35.2 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.
- 35.3 A General Meeting will not be invalidated by reason only of the accidental omissions 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 Investment Commission declares proceedings at the meeting invalid.

### **36. ANNUAL GENERAL MEETINGS**

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- 36.1 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 financial and directors reports referred to in this Constitution.
  - (c) in the case of a Biennial General Meeting, 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.
- 36.2 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.

- 36.3 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.
- 36.4 The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.
- 36.5 The Club may record the proceedings of general meetings (including Annual General Meetings) using audio and visual technology, but members are not entitled to do so.

### **37. AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

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- 37.1 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.
- 37.2 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.
- 37.3 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.
- 37.4 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **38. CHAIR AND PROCEEDINGS AT GENERAL MEETINGS**

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- 38.1 The Chairperson shall be entitled to take the chair at every General Meeting. If the Chairperson is not present within fifteen (15) minutes after the appointed time for the meeting or being present is unwilling or unable to act, the Deputy Chairperson shall preside as chairperson of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act, then the members present shall elect a member of the Board to preside as chairperson of the meeting.
- 38.2 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one (1) vote.
- 38.3 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.
- 38.4 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.
- 38.5 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.

- 38.6 A demand for a poll may be withdrawn.
- 38.7 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.
- 38.8 The chairperson:
  - (a) is responsible for the conduct of the general meeting.
  - (b) shall determine the procedures to be adopted and followed at the meeting; and
  - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

### **39. QUORUM FOR GENERAL MEETINGS**

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- 39.1 No business shall be transacted at any General Meeting unless a quorum of members is present.
- 39.2 At any general meeting of the Club (including an Annual General Meeting) convened by the Board, fifty (50) members present in person and eligible to vote shall be a quorum.
- 39.3 At any general meeting convened on a requisition of members pursuant to Rule 34.4 above or the Act, five percent (5%) of the total members of the Club who are eligible to attend and vote at the meeting shall be a quorum.
- 39.4 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 34.4 above; 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.
- 39.5 If at any meeting adjourned pursuant to Rule 39.4 above, a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

### **40. ADJOURNMENT OF GENERAL MEETINGS**

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- 40.1 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.
- 40.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 40.3 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.
- 40.4 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.

## 41. MEMBERS' RESOLUTIONS AND STATEMENTS

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### Members' Resolutions from Individual Members

- 41.1 Notwithstanding Rules 41.3 to 41.11 below, 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.
- 41.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 41.1 above 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.

### Members' Resolutions

- 41.3 The following members may give the Secretary notice of resolution that they propose to move at a general meeting:
- (a) Members with at least five percent (5%) of the votes that may be cast on the resolution; or
  - (b) At least one hundred (100) members who are entitled to vote at a general meeting.
- 41.4 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.
- 41.5 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.
- 41.6 The percentage of votes that members have is to be worked out as at midnight before the members give notice to the Secretary.
- 41.7 If the Secretary has been given notice of a resolution under 41.3 above, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 41.8 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.
- 41.9 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.
- 41.10 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.
- 41.11 The Club need not give notice of a resolution:
- (a) if it is more than one thousand (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.

### **Member's Statements**

- 41.12 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.
- 41.13 The request must be made by:
- (a) members with at least five percent (5%) of the votes that may be cast on the resolution; or
  - (b) at least one hundred (100) members who are entitled to vote at the meeting.
- 41.14 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- 41.15 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 41.16 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 41.17 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 41.18 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- 41.19 The Club need not comply with the request:
- (a) if the statement is more than one thousand (1,000) words long or defamatory; or
  - (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

### **42. MINUTES**

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- 42.1 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); and
  - (c) resolutions passed by Directors without a meeting.
- 42.2 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.
- 42.3 a minute that is so recorded and signed is evidence of the proceedings, resolutions or declarations to which it relates, unless the contrary is proved.

### **43. FINANCIAL YEAR**

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

**44. FINANCIAL RECORDS, FINANCIAL ACCOUNTS AND REPORTING TO MEMBERS**

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- 44.1 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.
- 44.2 The books of account shall be kept in 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.
- 44.3 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, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 44.4 In accordance with section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of May immediately prior to the Annual General Meeting:
- (a) the financial report of the Club.
  - (b) the directors' report; and
  - (c) the auditors' report on the financial report.

**45. AUDITORS**

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- 45.1 An auditor shall be appointed and their duties regulated in accordance with the Act, and their remuneration shall be fixed by the Board.

**46. SECRETARY**

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- 46.1 At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board and who shall be the General Manager of the Club for the purposes of the Registered Clubs Act.

**47. EXECUTION OF DOCUMENTS**

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- 47.1 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 (2) Directors or a Director with the Secretary who have been authorised by the Board.

**48. NOTICES TO MEMBERS**

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- 48.1 A notice may be given by the Club to any member either:
- (a) personally.
  - (b) by sending it by post to the address of the member.
  - (c) by sending it to the electronic address (if any) of the member; or
  - (d) by notifying the member in accordance with Rule 48.2 (in the case of notices of general meetings (including Annual General Meetings) only).
- 48.2 If the member nominates:



- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
- (b) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

- (c) that the notice of meeting is available; and
- (d) how the member may use the nominated access means to access the notice of meeting.

- 48.3 Where a notice is given personally to a member in accordance with Rule 48.1(a), the notice shall be deemed to be received on the day that the notice was given to the member.
- 48.4 Where a notice is sent by post or electronic means to a member in accordance with Rules 48.1(b) and (c), the notice is taken to have been given on the day following that on which it was sent.
- 48.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 48.1(d) and 48.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

#### **49. INDEMNITY TO OFFICERS**

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- 49.1 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 property of the Club against any liability incurred by him or her in his or her capacity as officer in defending any proceedings whether civil or criminal.
- 49.2 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 sections 199A or 199B of the Act.

#### **50. COPY OF CONSTITUTION**

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- 50.1 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.

#### **51. AMENDMENTS TO CONSTITUTION**

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- 51.1 This Constitution can only be amended by way of a Special Resolution passed at a General Meeting of the members of the Club.