

**CONSTITUTION**  
**OF**  
**COROWA GOLF CLUB LIMITED**  
**ACN 001 071 110**

**NAME**

1. The name of the Company (hereinafter called “the club”) is Corowa Golf Club Limited.

**DEFINITIONS**

2. (a) In this Constitution unless there is something in the subject or context inconsistent therewith:

“**The Act**” means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these Rules become binding on the Club shall have the meaning so defined.

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

“**By-Laws**” shall mean the By-laws made in accordance with this Constitution.

“**The Club**” means Corowa Golf Club Limited ACN 001 071 110.

“**Club Notice Board**” means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

“**Constitution**” means this Constitution.

“**Full Member**” means a member who is an Ordinary member or Honorary Life member of the Club.

“**Month**” except where otherwise provided in this Constitution means calendar month.

“**The Office**” means the registered office for the time being of the Club.

“**Ordinary Member**” means a member who pursuant to these Rules is in one of the categories of membership in Rule 18.

**“Rules”** means the rules comprising this constitution.

**“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager and General Manager and Chief Executive Officer.

**“Special Resolution”** has the same meaning as in the Act.

**“Sporting sub club”** means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board is or has been established and is affiliated or becomes affiliated with the Club.

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
  - (i) If at the date of the meeting the members subscription or any part thereof has not been paid in accordance with Rule 43; or
  - (ii) If any money (other than a member’s subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; and

In either case that member shall be and remain unfinancial until payment in full of the amount owing.

- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

### **OBJECTS**

3. The objects for which the Club is established are:

- (a)
  - (i) To acquire and take over the assets and assume the liabilities of the present unincorporated Club known as the ‘Corowa Golf Club’.
  - (ii) Hold the assets and assume the liabilities of the organization known as the Corowa Golf Club Limited.
- (b) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
- (c) To promote and conduct the game of Golf and such other sports games, amusements and entertainments, pastimes and recreations, indoor and outdoor as the Club may deem expedient.

- (d) To construct, establish, provide, maintain and conduct such golf courses, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (e) To construct, maintain or alter any buildings or works necessary or convenience for the purpose of the Club.
- (f) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (g) To promote and hold either alone or jointly with any other Association Club or person, golf meetings, competitions, matches and other sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, ball, concerts and other entertainments. Provided that no member of the Club or the other person shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match, sporting event or competition may be awarded.
- (h) To subscribe to become a member of and co-operate with any other club, association or organization whether incorporated or not whose objects are altogether or in part similar to those of the Club. Provided that the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 5 of this Constitution.
- (i) To affiliate with the New South Wales Golf Association Limited and Women's Golf NSW Inc and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting and/or controlling golf and other games, sports and pastimes.
- (j) In furtherance of the objects of the Club to buy, prepare, make, supply, sell and deal in all kinds of equipment and all apparel used in connection with the sport of golf and other sports and pastimes, and all kinds of liquors, provisions and refreshments required or used by members of the Club or other persons frequenting the grounds, club house or premises of the Club subject however to the provisions of the Registered Clubs Act 1976 as amended.

- (k) To make application for and obtain a certificate of registration of the Club under the Registered Clubs Act 1976 as amended and from time to time apply for and obtain a renewal of such certificate of registration and to make application for and obtain entitlements and authorisations under the Gaming Machines Act 2001 for the Club to operate poker machines and from time to time apply for and obtain additional entitlements and authorisations.
- (l) To purchase, take, lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (m) To make, draw, accept, endorse, discount and execute and to issue promissory notes of exchange, debentures or other transferable or negotiable instruments of any description.
- (n) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (o) To lend money to persons or companies and on such terms as may seem expedient and to carry out on the business or guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Clubs business or undertaking or property both present and future.
- (p) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (q) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.
- (r) To hire, employ and dismiss secretaries, clerks, managers, servants and workman and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratitude or pensions.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club provided that no portion of the Club premises

which are subject to a certificate of registration under the Registered Clubs Act 1976 will be leased to any person.

- (t) To take or otherwise acquire and hold shares in any other company having objects altogether or in any part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To sell or dispose of the undertaking of the Club or any thereof for such considerations 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.
- (w) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or infidelity and to establish and support or aid in the establishment and to support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (x) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (y) To do all or any of the abovementioned things either singularly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractor, trustee or otherwise.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

#### **INTERPRETATION**

4. A decision of the Board on the construction or interpretation of the Constitution or any Rules, or any By-Laws of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

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

5. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
6. Nothing in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Club or to any member of the Club in return for services actually rendered to the Club nor prevent the payment of interest at the rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Club.
7. A director of the Club shall not hold or be appointed or elected to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or monies worth shall be given by the Club to any director of the Club except by way of honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976 and/or by way of repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act 1976 or by way of interest at the rate referred to above on money lent or reasonable and proper rent for premises demised or let to the Club.

## **LIMITED LIABILITY**

8. The liability of the members is limited.

## **MEMBERS GUARANTEE**

9. Every member of the Club undertakes to contribute to the property of the Club, in the event of the Club being wound up while he or she is a member, or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Club contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars (\$2.00).

## **APPLICATION OF PROPERTY ON DISSOLUTION**

10. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects altogether or in any part similar to those of the Club and which shall 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 at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter,

and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### **PRELIMINARY**

11. 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.
12. The Club is established for the purposes set out in this Constitution.
13.
  - (a) The Club shall be a non-proprietary company.
  - (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act 1976, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Rules or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
  - (c) Subject to the provision of Section 10(7) of the Registered Clubs Act 1976, a person, other than the Club or its members, shall not be entitled under the Constitution or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs Act 1976 or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
14.
  - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a director of the Club.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

### **LIQUOR AND GAMING**

15.
  - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act 1976.
  - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
  - (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

- (d) The Secretary or Manager or any employee or a director or a 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.
- (e) Subject to subsection 2 of Section 73 of the Gaming Machines Act 2001 the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2001 the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **MEMBERSHIP**

- 16. (a) The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act 1976.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.
- 17. The membership of the Club shall be divided into the following categories:
  - (a) Ordinary members;
  - (b) Honorary Life members;
  - (c) Provisional members;
  - (d) Honorary members;
  - (e) Temporary members.
- 18. Ordinary membership of the Club is divided into the following categories:
  - (a) Golfing members;
  - (b) Country Golfing members;
  - (c) Social Golf 7 Day members;
  - (d) Corporate members
  - (e) 18 to under 25 golfing members;
  - (f) Social members;
  - (g) Junior members.
- 19. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of members in the categories of membership referred to in Rule 18 who do not have the right to vote in the election of the Board.



## **ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**

### **GOLFING MEMBERS**

20. (a) Golfing members are persons who have attained the age of 18 years and who are elected to Golfing membership of the Club or transferred by the Board to Golfing membership from another class of Ordinary membership of the Club.
- (b) Golfing members shall pay such annual subscription as the Board may determine from time to time and without limitation the Board may set different fees and annual subscriptions for various sub-classes of Golfing membership as determined by the Board from time to time.
- (c) Golfing members are entitled to:
- (i) play golf in competitions organised by the Club;
  - (ii) all the social privileges and advantages of the Club;
  - (iii) attend and vote at annual general meetings and special meetings of the Club;
  - (iv) nominate for and be elected to hold office on the Board;
  - (v) vote at the election of the Board;
  - (vi) vote on any special resolution to amend this Constitution;
  - (vii) propose, second and nominate any person to membership of the Club;
  - (viii) propose, second and nominate any member for any office of the Club;
  - (ix) propose, second and nominate any member for Life Membership; and
  - (x) introduce guests to the Club.

### **COUNTRY GOLFING MEMBERS**

21. (a) Country Golfing members are persons who have attained the age of 18 years and who reside outside a radius of 40 kilometres from the Corowa Post Office and who are elected to Country Golfing membership or are transferred by the Board to Country Golfing membership from another class of Ordinary membership of the Club.
- (b) Country Golfing members shall pay a subscription lower than

that for Golfing members as determined by the Board from time to time.

- (c) Country Golfing members are entitled to:
  - (i) play golf in competitions organised by the Club;
  - (ii) all the social privileges and advantages of the Club;
  - (iii) attend and vote at annual general meetings and special meetings of the Club;
  - (iv) vote at the election of the Board;
  - (v) vote on any special resolution to amend this Constitution;
  - (vi) propose, second and nominate any person to membership of the Club;
  - (vii) propose, second and nominate any member for any office of the Club;
  - (viii) propose, second and nominate any member for Life Membership; and
  - (ix) introduce guests to the Club.
- (d) Country Golfing members are not eligible to nominate for or be elected or appointed to office as director of the Club.

#### **SOCIAL GOLF 7 DAYS MEMBERS**

- 22. (a) Social Golf 7 day members are persons who have attained the age of 18 years and who are elected to Social Golf 7 day membership or are transferred by the Board to Social Golf 7 day membership from another class of Ordinary membership of the Club.
- (b) Social Golf 7 day membership shall pay a subscription lower than that for Golfing members determined by the Board from time to time.
- (c) Social Golf 7 day members are entitled to:
  - (i) play social golf 7 days a week;
  - (ii) all the social privileges and advantages of the Club;
  - (iii) attend and vote at annual general meetings and special meetings of the Club;

- (iv) vote at the election of the Board;
  - (v) vote on any special resolution to amend this Constitution;
  - (vi) propose, second and nominate any person to membership of the Club;
  - (vii) propose, second and nominate any member for any office of the Club;
  - (viii) propose, second and nominate any member for Life Membership; and
  - (ix) introduce guests to the Club.
- (d) Social Golf 7 day members are not entitled to nominate for or be elected or appointed to office as a director of the Club.
  - (e) Social Golf 7 day members can not hold an Australian handicap and are ineligible to play competition golf under this category.

**CORPORATE MEMBER**

- 23. (a) Corporate members are persons who have attained the age of 18 years and who are elected to golfing membership of the Club.
- (b) Corporate members will pay such fees and annual subscription as the Board may determine from time to time.
- (c) Corporate members are entitled to:
  - (i) play golf in competitions organised by the Club;
  - (ii) all the social privileges and advantages of the Club;
  - (iii) introduce guests to the Club;
- (d) Corporate members shall not be entitled to:
  - (i) The playing privileges of the Club available through membership of a sporting sub-club;
  - (ii) Propose, second or nominate members for any office of the Club;
  - (iii) Propose, second or nominate members for any office of the Club;
  - (iv) Attend and vote at any meeting of the Club including the Annual General Meeting of the Club;

- (iv) be elected or appointed to office as a director of the Club;
- (v) propose, second and nominate a person for Membership of the Club.

**18 to UNDER 25 GOLFING MEMBERS**

24. (a) 18 to Under 25 members are persons who have attained the age of 18 years and are under the age of 25 years and who are elected to Under 25 membership of the Club or transferred by the Board to 18 to Under 25 membership from another class of membership of the Club.
- (b) 18 to Under 25 members shall pay such annual subscription as the Board may determine from time to time and without limitation of this Paragraph (b) the Board may set different fees and annual subscriptions for various sub-classes of 18 to Under 25 membership as determined by the Board from time to time.
- (c) 18 to Under 25 members are entitled to:
- (i) play golf in competitions organised by the Club;
  - (ii) all the social privileges and advantages of the Club;
  - (iii) attend and vote at annual general meetings and special meetings of the Club;
  - (iv) nominate for and be elected to hold office on the Board;
  - (v) vote at the election of the Board;
  - (vi) vote on any special resolution to amend this Constitution;
  - (vii) propose, second and nominate any person to membership of the Club;
  - (viii) propose, second and nominate any member for any office of the Club;
  - (ix) propose, second and nominate any member for Life Membership; and
  - (x) introduce guests to the Club.

## **SOCIAL MEMBERS**

25. (a) Social members shall be persons who have attained the age of 18 years and who are elected to Social membership of the Club or transferred by the Board to Social membership from another class of Ordinary membership of the Club.
- (b) Social members shall pay an annual subscription as the Board may determine from time to time.
- (c) Social members shall be entitled to:
- (i) the social privileges and advantages of the Club;
  - (ii) attend and vote at the annual general meetings and special meetings of the Club;
  - (iii) propose, second or nominate a person for membership of the Club; and
  - (iv) introduce guests to the Club.
- (d) Social members shall not be entitled to:
- (i) the playing privileges of the Club available through membership of a sporting sub club;
  - (ii) propose, second and nominate any member for any office of the Club;
  - (iii) propose, second and nominate any member for Life membership
  - (iv) be elected or appointed to office as a director of the Club;

## **JUNIOR MEMBERS**

26. (a) Junior members shall be persons under the age of 18 years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:

- (i) 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; and
  - (ii) has received from that person a statement that the person wishes to become a member of the Club for the purpose of taking part in regular sporting activities organised by the Club.
- (c) Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to the use of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
- (i) attend and vote at any meetings of the Club;
  - (ii) take part in the management of the Club;
  - (iii) propose, second or nominate any person to membership of the Club;
  - (iv) propose, second or nominate any member for any office of the Club;
  - (v) propose, second or nominate any member for Honorary Life membership;
  - (vi) introduce guests to the Club.
- (d) Upon attainment of the age of 18 years the Board may transfer the Junior member to 18 and Under 25 membership. The Board shall have absolute discretion in respect of such transfer and in the case of the Board refusing a transfer shall not be required to give reasons and neither the provisions of Rule 46 nor the rules of natural justice shall apply to such decision.

### **HONORARY LIFE MEMBERS**

27. (a) An Honorary Life member shall be any member who has rendered long or meritorious service to the Club or its members and has been granted Honorary Life membership of the Club in accordance with this Rule 27.
- (b) Honorary Life membership may only be conferred at an annual general meeting.
- (c) A proposal for Honorary Life membership shall be made in the form of a written Notice of Motion signed by two Ordinary members (excluding Junior members and social members) or Honorary Life members of the Club and handed to the Secretary at least one month before the date of the annual general meeting at which it is to be presented.

- (d) The Board must approve a nomination for Honorary Life membership prior to that nomination being considered at an annual general meeting.
- (e) Every Honorary Life member shall be entitled to all the rights and privileged of a Golfing member.
- (f) An Honorary Life member is relieved from the payment of any annual subscription.

**TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

28. (a) The Board shall have the power on the application of a Golfing member to transfer that member to another category of Ordinary membership if that member has qualifications for that category of membership.
- (b) The Board shall have the power on the application of a Country Golfing member to transfer that member to another category of Ordinary membership if that member has qualifications for that category of membership.
- (c) The Board shall have the power on the application of a Social Golf 7 Day member to transfer that member to another category of Ordinary membership if that member has qualifications for that category of membership.
- (d) The Board shall have the power on the application of a Social member to transfer that member to another category of Ordinary membership if that member has qualifications for that category of membership.
- (e) Application for transfer of membership pursuant to this Rule 28 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 one week before the transfer of the applicant to another class of membership of the Club.
- (f) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (g) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer and of any additional subscription to be paid by that member to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

### **PROVISIONAL MEMBERS**

29. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Secretary of the Club and who has paid to the Club the relevant subscription appropriate to the class of membership referred to in the nomination form shall 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.
30. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six 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 sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
31. (a) Provisional members shall be entitled to the social facilities and amenities of the Club. Provisional Golfing members shall be eligible to use such of the golfing facilities of the Club as the Board may determine from time to time.  
  
(b) Provisional members shall not be entitled to:
  - (i) attend or vote at any meetings of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) hold any office in the Club;
  - (iv) participate in the management, business and affairs of the Club in any way; or
  - (v) introduce guests into the Club.

### **HONORARY MEMBERS**

32. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time.
  - (i) the patron or patrons for the time being of the Club; and
  - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and such sporting activities of the Club as the Board may determine from time to time.
- (c) Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office



in the Club or participate in the management, business and affairs of the Club in any way.

- (d) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
  - (ii) the residential address of the Honorary Member;
  - (iii) the date on which Honorary membership is conferred; and
  - (iv) the date on which Honorary membership is to cease.

### **TEMPORARY MEMBERS**

33. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club;
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
  - (b) A full member (as defined in the Registered Clubs Act 1976) of another club which is registered under the Registered Clubs Act 1976 and which has objects similar to those of the Club;
  - (c) A full member (as defined in the Registered Clubs Act 1976) of any registered club who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
34. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 49;

- (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 33(c);
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 33(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted; and
  - (iv) the signature of the Temporary member.
- (g) A Temporary member's membership shall be valid for a period of 7 days from the date the Temporary Member first enters the Club premises.

**VOTES OF MEMBERS**

35. (a) The following members only shall be entitled to attend and vote at any meetings of the Club;
- (i) Golfing members;
  - (ii) Country members;
  - (iii) Social Golf 7 Day members;
  - (iv) Honorary Life members; and
  - (v) Social members.
- (b) Every member who is eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (c) Section 30 (1) (h) of the Registered Clubs Act 1976 prohibits employees from voting at any meeting of the Club or of the governing body of the Club or at any election of the governing body or holding office as a member of the governing body of a club. A new section 30 (1) (h1) extends the current prohibition against employees of a registered club voting in the election of the Board or committee of another club or association when any member of that

particular committee would as a result of the election be entitled or qualified to be appointed to the governing body of the registered club.

36. No member (other than an Honorary Life member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member has paid all or any entrance fees and annual subscriptions and subject to Rule 2(b)(ii) all other moneys due to the Club at the time of such meeting or such election as the case may be.

### **ELECTION OF MEMBERS**

37. A person shall not be admitted as an Ordinary member of the Club unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club and the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
38. Candidates for membership of the Club shall be proposed by one full member and seconded by another full member of the Club provided that Junior members shall not propose or second any person for membership of the Club.
39. (a) In respect of every proposal for election to any category of Ordinary membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, occupation and date of birth of the candidate, the home and mobile numbers and the email address of the candidate and a statement that the candidate, if admitted will be bound by the Constitution. The form will be signed by the candidate and by the proposer and seconder.
- (b) The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the Office and the Secretary shall cause the name, and address of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than 7 days before the election of the candidate as a member of the Club and an interval of at least 14 days shall elapse between the deposit at the Office of the nomination form and the election of that person to membership of the Club.
40. (a) Upon a person being elected to any category of Ordinary membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the

Secretary of that member, on payment of any fees that may be prescribed by the Act.

#### **ENTRANCE FEES AND ANNUAL SUBSCRIPTION AND LEVIES**

41. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods and Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act 1976.
42. Any candidate elected during the last 6 months of the financial year of the Club to any class of membership shall 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 \$2.00 (excluding Goods and Services Tax) or such other minimum prescribed under the Registered Clubs Act 176.
43.
  - (a) All subscriptions prescribed by the Board shall be due and payable by the first day of October in each year.
  - (b) Any person who has not paid his or her subscription by the last day of October in each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 46 shall not apply.
  - (c) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription and of the provisions of paragraph (b) of this Rule 43.
  - (d) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 43 may, upon payment of an administration fee determined by the Board from time to time and upon payment of the full year's subscription applicable to that member's former category, re-apply for membership.

#### **ADDRESSES OF MEMBERS**

44. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 45(a).

#### **REGISTER OF MEMBERS AND GUESTS**

45. The Club shall keep the following registers:
  - (a) A register of persons who are Full members of the Club. This register shall set forth in respect of each Full member:

- (i) the name in full
  - (ii) the occupation
  - (iii) the address, home and mobile telephone numbers and email address of each Full member;
  - (iv) the date of birth;
  - (v) the date first elected to membership of the Club; and
  - (vi) the date on which that member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members;
  - (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 33(c).
  - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

**DISCIPLINARY PROCEEDINGS**

46. (a) If any member wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law or is, in the reasonable opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date, time, place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least 14 clear days before the meeting of the Board at which such charge is to be heard.
  - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence

notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.

- (iv) A decision as to the application and appropriateness of any sanction of a member shall be determined by secret ballot and shall require votes from not less than a majority of the directors present and voting at the meeting.
  - (v) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in a secret ballot in favour of such motion.
  - (vi) Any decision of the Board on such hearings shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 46 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) The Secretary or, subject to paragraph (e) of this Rule 46, 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:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purpose of prostitution, engages or uses any part of the premises of the Club; or
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act 1976; or
  - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
  - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (d) If pursuant to paragraph (c) of this Rule 46 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary or (subject to paragraph (e) of this Rule 46) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may

turn the person out, or cause the person to be turned out of the premises of the Club.

- (e) An employee who, under this Constitution, is entitled to exercise the powers set out in this Rule shall be:
  - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised in writing by the Secretary to exercise such power.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

47. A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

#### **GUESTS**

48. (a) All members except Junior members and Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 49.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended or expelled from the Club pursuant to Rule 46 (a) or Rule 46 (b) or who has been refused admission to or turned out of the Club pursuant to Rule 46 (c).
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act 1976 regulating the terms and conditions on which guests may be admitted to the Club.

- (f) 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.
  - (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
49. A Temporary member may bring into 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.
50. For the purpose of Rule 49 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

**BOARD OF DIRECTORS**

51. (a) The Board shall consist of 9 directors comprising of a President, a Vice President, a Treasurer, a Club Captain, a Vice Captain and 4 ordinary directors.
- (b) The Board shall be elected annually in accordance with these Rules.
52. Only Golfing members (referred to in Rule 20) and Honorary Life members (referred to in Rule 27) shall be eligible to stand for and be elected to the Board.



53. A member who is currently under suspension pursuant to Rule 46 shall not be eligible to stand for or be elected to the Board.
54. A member who resides outside a radius of 40 kilometres from the Corowa Post Office shall not be eligible to stand for and be elected to the Board.

### **ELECTION OF BOARD**

55. The election of the Board shall be by ballot using the primary system of voting and shall take place in the following manner:
  - (a) Any two members of the Club entitled to vote may nominate any other member eligible for election to be elected to the Board of the Club. The Retiring President, Vice President, Club Captain, Honorary Treasurer and other retiring members of the Board shall be eligible for re-election without re-nomination to the office held unless they otherwise notified the Secretary in writing twenty-eight (28) days prior to the Annual General Meeting that they wish to retire.
  - (b) A nomination shall be in writing and signed by the nominators and bear the written consent of the nominee and shall be delivered to the Secretary not later than 6.00pm on the closing day for nominations which day shall be (28) days prior to the date of the Annual General Meeting.
  - (c) Immediately after nominations are received the Secretary shall exhibit on the Club notice board names of the retiring members of the Board who are standing for re-election and also the names of any other nominees and their nominators for each office.
  - (d) No member shall be elected to more than one 1 position and the ballot shall be counted so as to elect office bearers and the ordinary members of the Board in the following order; President, Vice President, Club Captain, Vice Captain, Treasurer and 4 ordinary members of the Board.  
A member when elected will not be included in the count for the remaining vacancies although nominated and voted on the ballot sheets.
  - (e) In the event of there being fewer candidates nominated than the number of vacancies the members present at the Annual General meeting and entitled to vote may fill up the remaining vacancies or vacancy as the case may be.
  - (f) In the event of there being more candidates nominated than the vacancy or vacancies a ballot shall be taken in the manner hereinafter provided.

- (g) The Board shall appoint a Returning Officer to take charge of the ballot for office bearers with no less than two 2 assistant returning officers who should also act as scrutineers of the ballot. The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers, the counting of votes after the ballot is closed and shall report the result of the ballot to the President and Secretary forthwith and to the Annual General Meeting.
- (h) Not less than 14 days before the Annual General Meeting the Returning Officer shall hold a draw for positions on the ballot paper of all candidates in the election and shall post to each member a list of names of all candidates as they appear on the ballot paper together with each candidate's photograph address, occupation, a brief personal resume and the number of years of membership of the Club. The list of candidates shall also contain a statement to the effect that ballot papers will be available for collection by members from the Club reception area on days and at times specified therein.
- (i) All ballot papers issued to members shall be initialled by the Returning Office or by one of his or her assistants.
- (j) The Secretary shall provide the Returning Officer with a list of all members eligible to vote in the election together with their respective membership numbers. The Returning Officer shall mark on the list of numbers and names of those members to whom a ballot paper is given.
- (k) Any member to whom a ballot paper is given who satisfies the Returning Officer that the ballot has been spoilt by him shall be given a further ballot paper.
- (l) Any member who, through ill health or disability is unable to attend the Club personally to cast a vote in the election may cast a postal vote provided that no less than five (5) days prior to the Annual General Meeting the Returning Officer receives a written request to cast a postal ballot signed by the member concerned. The Returning Officer will then forthwith post a ballot paper to the member concerned. The non receipt of such ballot paper by the member or subsequently the non receipt by the Returning Officer of the ballot paper marked by the member shall not invalidate the election.
- (m) Spelling and typographical errors on the ballot paper shall not invalidate the ballot and the decision of the Returning Officer as to the validity of any ballot paper shall be final.
- (n) In the event that two or more candidates have an equal number of votes and one has to be excluded or one has to be elected, the returning officer will conduct a "draw from the hat" the name being drawn will be the winner.

56. A member shall record his or her vote in the following manner:
- (a) By placing numbers in the square opposite the name or the names on each ballot paper of the candidates for whom he or she wishes to vote for the required number to be elected and in accordance with the instructions set out on each ballot paper.
  - (b) By depositing or causing to be deposited, the completed ballot paper in a ballot box which shall be provided to the Returning Officer by the Board which shall be kept locked by the Returning Officer and which shall be placed in the Club reception area during the trading hours of the Club on each of the 5 days immediately prior to the penultimate day of the Annual General Meeting.
  - (c) Voting shall close at 5pm on the day prior to the Annual General Meeting and no ballot papers will be accepted after that time.

#### **POWERS OF THE BOARD**

57. The Board shall be responsible for the management of business and affairs of the Club.
58. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act 1976 and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) (i) To delegate any of its powers to committees consisting of such director or directors and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation
  - (ii) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
  - (iii) The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

- (iv) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote;
  - (v) The meeting and proceedings of any committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 58 or by any regulation made by the Board pursuant to this Rule 58.
  - (vi) All committees shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
- (b) To make such By-Laws not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Laws;
  - (ii) The general management control and trading activities of the Club;
  - (iii) The control and management of the Club premises;
  - (iv) The conduct of members and guests of members;
  - (v) The privileges to be enjoyed by each category of members;
  - (vi) The relationship between members and Club employees;
  - (vii) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purpose 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) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club provided such sum or sums borrowed in any one financial year of the Club does not exceed three 3 times the amount received by way of subscriptions from members in the previous financial year 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 sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act 1976 without the consent of the Licensing Court being obtained and provided further that the power to sell shall not be exercised in respect of the whole or any part of the Club's premises which may be registered under the provisions Registered Clubs Act 1976 without prior approval of the members in general meetings.
- (k) (i) To appoint, discharge and arrange the duties and powers of the

Secretary/Manager and to determine the remuneration and term of employment of such Secretary/Manager and to specify and define his or her duties.

- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees 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 establish sporting sub clubs with such objects, powers and composition as the Board may determine from time to time.
- (n)
  - (i) To allow each of the sporting sub clubs to conduct, manage and control sport or other activities for which they were respectively established within the Club;
  - (ii) To allow the sporting sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
  - (iii) For the purpose of this Rule to permit any such sporting sub club to adopt a name distinctive of such sporting sub club (provided it be described as a sporting sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act 1976) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
  - (iv) The Board may empower each such sporting sub club to open and operate a Bank Account in the name of the sporting sub club with such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time remove and replace such persons or any of them.
  - (v) Subject to the general control and supervision of the Board each such sporting sub club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sporting sub club and its governing body shall

also be produced promptly to the Board which shall review and preserve such minutes and records.

- (vi) Subject as hereinafter provided the constitutions and rules or by-laws of each such sporting sub club may be amended from time to time by a majority of the members for the time being of such sporting sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of the members of the sporting sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- (vii) Any disciplinary action by a sporting sub club in respect of any member of such sporting sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (o) To affiliate with any sporting club whether incorporated or unincorporated and in accordance with these Rules elect members of such sporting club to sporting membership of the Club.
- (p) To set the entrance fee and annual or other subscriptions and fees payable by all members.

#### **BY-LAWS**

- 59. (a) Any By-Law under Rule 58(b) shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law on the Club Notice Board.
- (b) 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.

#### **PROCEEDINGS OF THE BOARD**

- 60. The Board may meet together for the dispatch of the business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 61. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 62. The President shall preside as chairperson at every Meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice President shall take the chair. If the Vice President is not present or is

unwilling or unable to act the directors present shall elect one of their number as chairperson for that meeting.

63. The quorum for meetings of the Board shall be 5 directors personally present.
64. The president may at any time and the Secretary upon request of not less than 3 directors shall convene a meeting of the Board.
65. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
66. The continuing directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
67. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member of the Board.
68. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
69. 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.

#### **DIRECTORS INTERESTED IN CONTRACTS**

70. (a) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor or purchaser or otherwise.
- (b) Any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested shall not by reason of that interest be avoided.



- (c) Any director contracting with the Club shall not be liable to account to the Club for any profit realised by any such contract by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest in a meeting of the Board of the Club in accordance with Section 191 of the Act.
71. (a) In accordance with 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:
- (i) Must not vote on the matter;
  - (ii) Must not be present while the matter is being considered at the meeting.
- (b) The Board shall not pass a resolution for the purpose of Section 195(2) of the Act exempting a director from the provisions of paragraph (a) of the Rule 71.

#### **REMOVAL FROM OFFICE OF DIRECTORS**

72. (a) The members in General Meeting may be ordinary resolution:
- (i) Remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office;
  - (ii) Appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be elected as a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 72 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) 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 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.

#### **VACANCIES ON BOARD**

73. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) Becomes insolvent under administration.

- (b) Is convicted of any offence referred to in Section 206B of the Act.
  - (c) 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.
  - (d) Is absent from meeting of the Board for a continuous period of 3 months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (e) By notice in writing given to the Secretary resigns from office as a director.
  - (f) Becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act. 1976
  - (g) Ceases to be a member of the Club; or
  - (h) Becomes an employee of the Club.
74. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

### **GENERAL MEETINGS**

75. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five 5 months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
76. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least fifty 50 members who are entitled to vote at the general meeting.

In this Rule 76 the term “the request” shall mean the request referred to in this paragraph (b).

- (c) The request must:

- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting; and
  - (iii) be signed by the members making the request; and
  - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 76 must be called in the same way – so far as is possible – in which general meetings of the Club may be called. The meeting must be held not later than 3 months after the request is given to the Club.
- (h) To call the meeting 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.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took reasonable steps to cause the directors to comply with this Rule 76. The directors who are liable are jointly and individually liable for the amount. If the director who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
77. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) Set out the place, date and time of meeting; and
  - (ii) State the general nature of the meeting's business; and

- (iii) If a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Notice Board for at least thirty 30 days prior to the date fixed for such Annual General Meetings.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Club Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

**PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

- 78. The business of the Annual General Meeting shall be as follows:
  - (a) To confirm the Minutes of the pervious Annual General Meeting.
  - (b) To receive and consider the reports referred to in Rule 94.
  - (c) To declare the result of the ballot for the election or re-election of the Board.
  - (d) To appoint an auditor or auditors in the event that there be a vacancy in the office of Auditors.
  - (e) To approve the reimbursement of director’s expenses.
  - (f) To deal with any other business of which due notice has been given to the members.
- 79. (a) Notwithstanding Rules 81, 82 and 83 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 received by the Secretary not less than 35 days before the Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) 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.

80. (a) 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.
- (b) 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.

### **MEMBER'S RESOLUTION**

81. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) Members with at least 5% of the votes that may be cast on the resolution; or
- (ii) At least 50 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and
- (ii) set out the wording of the proposed resolution; and
- (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by the members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
82. (a) If the Secretary has been given notice of a resolution under Rule 81, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
- (b) 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.
- (c) The Club shall be 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 the meeting.

- (d) 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 expense itself.
  - (e) The Club need not give notice of the resolution:
    - (i) If it is more than 1000 words long or defamatory; or
    - (ii) 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.
83. (a) Members may request the Club to give to all its members a statement provided by the member making the request that:
- (i) A resolution is proposed to be moved at a general meeting; or
  - (ii) Any other matter that may be properly considered at a general meeting.
- (b) The request must be made by:
- (i) Members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) At least 50 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) In writing; and
  - (ii) Signed by the members making the request; and
  - (iii) Given to the Secretary.
- (d) 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.
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- (f) 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.

- (g) 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.
- (h) 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.
- (i) The Club need not comply with the request:
  - (i) If it is more than 1000 words long or defamatory; or
  - (ii) If the members making the request are responsible for the expenses of distribution – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

84. A general meeting of the members of the Club must be held for a proper purpose.

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

85. (a) 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.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in his/hers or their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
- (i) The auditor retires at the meeting; or
  - (ii) The meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as his/her or their representative for the purpose of attending and speaking at any general meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

86. The President shall be entitled to take the chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice President shall take the Chair. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unable or unwilling to act then a member of the Board as determined by the members present shall chair the meeting.
87. (a) At any general meeting of the Club (other than a meeting referred to in paragraph (b) of this Rule 87) and at the Annual General Meeting 30 members present in person and eligible to vote shall be a quorum.
- (b) At any general meeting convened on the requisition of members the quorum shall be either 30 members entitled to vote or that number of members which is 10% of the total membership of the Club entitled to vote (whichever is greater) and in either case such members being present in person.
- (c) If the quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 76 the same shall be dissolved. If at any adjourned meeting a quorum is not present, the same shall be dissolved.
88. (a) 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 5 members) 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.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the 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.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact



without proof of the number or proportion of votes recorded in favour of or against such resolution.

29. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) Vote at any election including an election of the member or of the Board as the proxy of another person.
90. The chairperson of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for 30 days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
91. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within 1 month of the meeting and any such minute shall be signed by the chairperson of the meeting to which it relates or by the chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

### ACCOUNTS

92. The Board shall:
- (a) 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 1976; and
  - (b) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than 3 months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act 1976; and
  - (c) Within 48 hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and

- (d) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than 28 days.
93. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting record available in writing for the inspection of members of the Board and any other persona authorised or permitted by or under the Act to inspect such records.
94. The Board shall, not less than 21 days before each Annual General Meeting and in any event within 4 months of the end of the financial year of the Club, send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the 30) day of September immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) A copy of the Financial Report of the Club; and
  - (b) A copy of the Directors' Report; and
  - (c) A copy of the Auditors' Report on the financial report.

#### **FINANCIAL YEAR**

95. The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the 1<sup>st</sup> day of October in each year and end on the last day of September in the following year or such other period as having regard to the Act, the Board may determine.

#### **AUDITORS**

96. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

#### **SECRETARY**

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

#### **SEAL**

98. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of a member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the Secretary or one other director appointed by the Board.

## **NOTICES**

- 99.. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution.
100. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

## **INDEMNITY OF OFFICERS**

101. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him or her in his or her capacity as officer in defending any proceedings whether civil or criminal.
102. The Club may pay a premium for 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 can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.