

ART514

**CONSTITUTION  
OF  
CAMDEN GOLF CLUB LIMITED  
ABN 84 000 083 081**

Adopted: 8 October 2007  
Amended: 24 October 2011  
Amended: 18 June 2012  
Amended: 21 October 2013  
Amended: 20 October 2014  
Amended: 28 October 2019

# Constitution

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# Constitution

## 1. NAME OF COMPANY

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- 1.1 The name of the Company is Camden Golf Club Limited.

## 2. PRELIMINARY

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- 2.1 The Company shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 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.
- 2.4 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 demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

## 3. DEFINITIONS

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- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
- (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) **“The Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
  - (c) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
  - (d) **“The Club”** means Camden Golf Club Limited ABN 84 000 083 081.
  - (e) **“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.
  - (f) **“Constitution”** means this Constitution.
  - (g) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3(a).
  - (h) **“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.
  - (i) **“In writing”** and **“written”** including printing, typing, lithography and other modes or representing or reproducing words in visible form in the English language.

- (j) **“The Liquor Act 2007”** 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.
- (k) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (l) **“The Office”** means the registered office for the time being of the Club.
- (m) **“Registered Clubs Act”** means the Registered Clubs 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.
- (n) **“Rules”** means the rules comprising this Constitution.
- (o) **“Secretary”** includes 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 purpose of the Registered Clubs Act.
- (p) **“Special Resolution”** has the meaning assigned thereto by the Act.
- (q) **“Sub club”** means any social, recreational or sporting club that is already in existence or is established pursuant to a resolution of the Board under Rule 26.10.

3.2 **“Financial member”**. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 16.3; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of seven (7) 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 for the purposes of Rule 16 until the full amount owing is paid to the Club.

3.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

## 4. **OBJECTS**

4.1 The objects of the Club are:

- (a) To provide, lay out, establish and maintain golf links and such other grounds to be used for recreation purposes as may be determined upon the Company at Camden or elsewhere in the State of New South Wales and also to provide a Club House to contain accommodation for ladies and gentlemen with all such rooms conveniences appointments and out-buildings as may be considered desirable for the purposes of the Company and to furnish and maintain such Club House and to enter into any agreement for such purposes with any person or Club incorporated or unincorporated.

- (b) To promote the game of golf.
- (c) To buy make supply sell and deal in all kinds of golf clubs and balls and all other apparatus or material used in connection with golf and any other athletic sports or recreation and all kinds of provisions and refreshments both liquid and solid required or used by members of the Company or other persons frequenting the Company's Golf House links and other grounds.
- (d) To provide to all patrons consistent, affordable and innovative services and facilities for golf, recreational and social activities.
- (e) To purchase take on lease or in exchange or otherwise acquire any lands buildings easements or other property whatsoever 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 Company.
- (f) To sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act,
- (g) To hire and employ secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Company salaries wages gratuities and pensions.
- (h) To promote and hold either alone or jointly with any other association club or persons golf meetings competitions and matches and any other sports or athletic meetings competitions matches or tournaments and to offer give or contribute towards prizes medals and distinctions.
- (i) To establish promote and assist in establishing or promoting and to subscribe to or become a member of any association or club whose objects are similar or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company provided that no subscription be paid to any such other association or club out of the funds of this Company except bona fide in furtherance of the objects of this Company.
- (j) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged up all or any of the Company's property both present and future or not so charged or by any mortgage upon or over all or any part of the Company's property both present and future and to purchase redeem or pay off any such securities and to provide for such representations of debenture holders on the Committee of Management or Governing Body of the Company as may be agreed upon between the Company and the debenture holders.
- (k) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (l) To carry on and/or to subsidise or assist by payment of money or otherwise any person firm or company in the carrying on of the business of running motor omnibuses and/or proprietors of taxi-cabs motor cars cabs or other public or private conveyance and to enter into contracts with any such person firm or company which may directly or indirectly benefit the Company.

- (m) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (n) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (o) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (p) To sell or dispose of the undertaking of the Company or of any part thereof for such consideration as the Company 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 this Company.
- (q) To invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (s) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal of the Club.
- (t) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence or any other licence or licences or Certificates of Registration under the Liquor Act or Laws or any other Act or Law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a secretary or secretaries or manager or managers or other officer of officers to act as licensee or licensees and hold the licence or licences on behalf of the Club.
- (u) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business or restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions etcetera required, used or desired by members.
- (v) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (w) To affiliate, co-operate or associate with any other club, society, institution or association having similar objects to the Club.
- (x) To establish, promote or assist in establishing and promoting and to subscribe to or become members of any association having objects similar to the Club.
- (y) To promote and conduct matches, competitions and exhibitions in relation to golf and to give or contribute to prizes or trophies and to guarantee prize money or expenses in connection with any such matches, competitions and exhibitions.

- (z) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects.
- (aa) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

## **5. LIMITED LIABILITY**

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- 5.1 The liability of the members is limited.

## **6. MEMBERS GUARANTEE**

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- 6.1 Each member undertakes to contribute an amount not exceeding five dollars (\$5.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
  - (b) within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - (b) costs, charges and expenses of winding up.

## **7. APPLICATION OF PROPERTY ON DISSOLUTION**

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- 7.1 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;
  - (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- 7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:
- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
  - (b) the Supreme Court of New South Wales.

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

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- 8.1 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.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or

otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

- 8.3 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.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in relation to his or her duties as a director except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

## **9. LIQUOR & GAMING**

- 9.1 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 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.



- 9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- 9.6 Subject to subsection 2 of Section 74 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.

## **10. MEMBERSHIP**

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- 10.1 The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior member in accordance with this Constitution.
- 10.3 (a) The Full membership of the Club shall be divided into the following categories:
- (i) Seven Day members;
  - (ii) Six Day members;
  - (iii) Corporate Nominee members;
  - (iv) House and Social members;
  - (v) Junior members;
  - (vi) Life members;
  - (vii) Five Day members;
  - (viii) Five Day Veteran members.
- (b) Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (i) Provisional members; and
  - (ii) Honorary members;
  - (iii) Temporary members.
- 10.4 The rights of members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.
- 10.5 The number of Full members having the right to vote in the election of the Board shall at all times exceed twenty five percent (25%) of the number of Full Members (as defined in the Registered Clubs Act) of the Club.

## **SEVEN DAY MEMBERS**

- 10.6 Seven Day members shall be persons who have attained the age of eighteen (18) years who have made application for membership of the Club in accordance with this Constitution and have been duly elected to Seven Day membership or transferred by the Board from another class of membership to Seven Day membership.
- 10.7 Seven Day members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.8 Seven Day members are entitled to:

- (a) all the playing and social privileges and advantages of the Club; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 24, 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 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;
- (h) introduce guests to the Club.

#### **SIX DAY MEMBERS**

10.9 Six Day members shall be persons who have attained the age of eighteen (18) years who have made application for membership of the Club in accordance with this Constitution and have been duly elected to Six Day membership or transferred by the Board from another category of membership to Six Day membership.

10.10 Six Day members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.11 Six Day members are entitled to:

- (a) all the social privileges and advantages of the Club together with the right to play golf on Sunday to Friday inclusive and to participate in monthly Sunday Medley Competitions; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 24, nominate for and be elected to hold office on the Board of the Club;
- (d) vote in the election of the Board;
- (e) vote on any 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;
- (h) introduce guests to the Club.

#### **CORPORATE NOMINEE MEMBERS**

10.12 Corporate Nominee members shall be persons who are of or over the age of eighteen (18) years of age who, having been elected as a Corporate Nominee member, may have their joining fee and annual subscription paid by the Corporation or entity which nominated the member for such membership together with all those persons who are listed in the register of members as Corporate Nominee members as at the date of the approval of the special resolution adopting this new Constitution.

10.13 (a) The Board may from time to time invite corporations to nominate an employee of the corporation as a Corporate Nominee member. The corporation shall, within fourteen (14) days of the invitation, advise the Club in writing of the name

and other particulars of the person so nominated, and the Board shall consider such nomination in accordance with this Constitution.

- (b) The corporation shall have the right, during the period of any Corporate Nominee membership, to nominate a replacement for the original member, and the replacement shall be considered for membership by the Board in accordance with this Constitution.

10.14 The Board will determine the joining fee for a Corporate Nominee member and all other conditions will be contained in the agreement which is to be negotiated between the Club and the Corporation which nominated the Corporate Nominee member.

10.15 The joining fee and annual subscription for a Corporate Nominee member shall be not less than the joining fee and the annual subscription for an Seven Day member.

10.16 Corporate Nominee members are entitled to:

- (a) all the playing and social privileges and advantages of the Club; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 24, 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 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;
- (h) introduce guests to the Club.

## **HOUSE AND SOCIAL MEMBERS**

10.17 House and Social members shall be persons who have attained the age of eighteen (18) years and who are elected as a House and Social member of the Club or transferred by the Board from another category of membership to House and Social membership of the Club together with those persons who are listed in the register of members as House and Social members as at the date of the approval of the special resolution adopting this Constitution.

10.18 House and Social members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.19 House and Social members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time;
- (b) vote in the election of the Board and for that purpose, if required, attend the Annual General Meeting;
- (c) introduce guests to the Club.

10.20 House and Social members are not entitled to:

- (a) attend and vote at general meetings (including Annual General Meetings) except for those matters provided for in 10.20 above or as expressly allowed under Rule 33.15;
- (b) nominate for and be elected to hold office on the Board;
- (c) vote on any special resolution to amend this Constitution;
- (d) propose, second, or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible member for Life membership.

## **JUNIOR MEMBERS**

10.21 Junior members shall be persons who are under the age of eighteen (18) years and who are elected by the Board to Junior membership of the Club.

10.22 Junior members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.23 A person shall not be admitted as a Junior 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 including a sub club;
- (b) has received from that persons 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 including a sub club; and
- (c) is satisfied that that person will take part in regular sporting activities organised by the Club including a sub club.

10.24 Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:

- (a) attend and vote at any meeting of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote on any special resolution to amend this Constitution;
- (d) propose, second or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible member for Life membership;
- (f) introduce guests to the Club.

## **LIFE MEMBERS**

10.25 A Life member shall be any member who in consideration of outstanding service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

10.26 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.27 Candidates for Life membership shall be proposed by one and seconded by another Seven Day member, Six Day member, Corporate Nominee member or Life member

and submitted to the Board for approval.

- 10.28 If a nomination for Life membership is not approved by the Board the nomination shall not be submitted to a general meeting.
- 10.29 Every Life member shall be entitled to all the rights and privileges of an Seven Day member.
- 10.30 A Life member is relieved from the payment of any annual subscription or levies.
- 10.31 Not more than two (2) members shall be made Life members in any one financial year unless otherwise determined by the members in general meeting.

#### **SENIOR ACTIVE AWARD**

- 10.32 (a) Members who have been a Seven Day member or a Six Day member of the Club for thirty (30) continuous years or more shall be eligible to receive recognition for such service by resolution carried by a simple majority of those present and voting at a general meeting following the submission to such a meeting of an appropriate recommendation from the Board.
- (b) A member who has been awarded such recognition shall receive an appropriate certificate and a badge from the Club, however, shall not receive any reduction or discount on fees and subscriptions only by virtue of receiving the Senior Active Award.

#### **SERVICE AWARD**

- 10.33 (a) Members who have been a Seven Day member or Six Day member of the Club for twenty (20) continuous years or more, who have given outstanding service to the Club in the areas of playing, managing, coaching or administration and who have been positive, supportive and loyal members during that time, shall be eligible to receive the Service Award as recognition for such service by a resolution carried by a simple majority of those members present and voting at a general meeting following the submission to such a meeting of an appropriate recommendation from the Board.
- (b) Subject to Rule 10.45(c), not more than three (3) members shall be given the Service Award in any one financial year unless otherwise determined by the members at a general meeting.
- (c) In the first year of the Service Award, up to ten (10) members may be nominated by the Board and, if deemed appropriate, elected by the members to receive the Service Award.
- (d) A member who has been awarded the Service Award shall receive an appropriate certificate, a badge from the Club and acknowledgement on an Honour Board, however, shall not receive any reduction or discount on the fees and subscription only by virtue of receiving the Service Award.

#### **FIVE DAY MEMBERS**

- 10.34 Five Day members shall be the persons who have attained the age of eighteen (18) years and who have made application for membership of the Club in accordance with this Constitution and being duly elected to Five Day membership or transferred by the Board from another category of membership to Five Day membership.
- 10.35 Five Day members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.36 Five Day members are entitled to:

- (a) all the social privileges and advantages of the Club together with the right to play golf on Monday to Friday inclusive;
- (b) attend all general meetings (including Annual General Meetings) as allowed under Rule 33.15;
- (c) vote at all general meetings (including Annual General Meetings) but only when allowed under Rule 33.15;
- (d) introduce guests into the Club; and
- (e) vote in the election of the Board.

10.37 Five Day members shall not be entitled to:

- (a) nominate for and be elected to hold office on the Board of the Club; and
- (b) vote at a general meetings (including Annual General Meetings) unless allowed under Rule 33.15;
- (c) vote on any special resolution (including a special resolution to amend this Constitution);
- (d) propose, second or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible any member for Life Membership.

#### **FIVE DAY VETERAN MEMBERS**

10.38 Five Day Veteran members shall be persons who are aged 55 years or older and have attained 10 years continuous service, and who have transferred from another category of membership to Five Day Veteran membership.

10.39 Five Day Veteran members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.40 Five Day Veteran members are entitled to:

- (a) all the social privileges and advantages of the Club together with the right to play golf on Monday to Friday inclusive;
- (b) attend and vote at a general meetings (including Annual General Meetings) BUT ONLY when expressly allowed under Rule 33.15;
- (c) introduce guests into the Club; and
- (d) vote in the election of the Board.

10.41 Five Day Veteran members shall not be entitled to:

- (a) nominate for and be elected to hold office on the Board of the Club; and
- (b) attend or vote at a general meetings (including Annual General Meetings) unless expressly allowed under Rule 33.15;
- (c) vote on any special resolution (including a special resolution to amend this Constitution);

- (d) propose, second or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible any member for Life Membership.

## **11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

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- 11.1 The Board has the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- 11.2 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which they have the necessary qualifications.
- 11.3 Any application for transfer of membership pursuant to Rule 11.1 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.
- 11.4 A member may not, as determined by the Board, be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.5 Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer 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.

## **12. PROVISIONAL MEMBERS**

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- 12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and 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) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be forthwith 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.
- 12.4 Provisional members are not entitled to:
  - (a) attend and vote at Annual General Meetings and general meetings of the Club; or
  - (b) nominate for and be elected to hold office on the Board;
  - (c) vote in the election of the Board;

- (d) vote on any 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.

### **13. HONORARY MEMBERS**

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- 13.1 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 or patrons for the time being of the Club; or
  - (b) any prominent citizen or local dignitary visiting the Club.
- 13.2 Honorary members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 13.3 Honorary members are not entitled to attend or 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.
- 13.4 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full of the Honorary Member; and
  - (b) the residential address of the Honorary Member;
  - (c) the date on which Honorary membership is conferred;
  - (d) the date on which Honorary membership is to cease.

### **14. TEMPORARY MEMBERS**

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- 14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than a distance of five (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) of another 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 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.
- 14.2 Temporary members are not required to pay a joining fee or annual subscription.



- 14.3 Temporary members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 14.4 Temporary members are not 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.
- 14.5 Temporary members are not permitted to introduce guests into the Club other than a minor in accordance with Rule 23.11.
- 14.6 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 therefore.
- 14.7 No person under the age of eighteen (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 14.1(c).
- 14.8 When a Temporary member (other than a Temporary member admitted pursuant to Rule 14.1(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (a) the name in full of the Temporary member; and
  - (b) the residential address of the Temporary member;
  - (c) the date on which Temporary membership is granted;
  - (d) the signature of the Temporary member.

## **15. ELECTION OF MEMBERS**

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- 15.1 A person shall not be admitted as a member of the Club other than as an Honorary member, Temporary member or Provisional member unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 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 may reject any application for membership without giving any reason.
- 15.4 Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
  - (b) the residential address of the applicant;
  - (c) the date of birth and the age of the applicant;
  - (d) the occupation of the applicant;
  - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (f) the signature of the applicant and in the case of an application for Junior membership, the signature of the parent or the guardian;
  - (g) in the case of an application for Seven Day membership the signature of another Seven Day member (who shall have been a member of the Club for a minimum period of twelve (12) months) who shall propose the applicant

and in the case of any other category of membership (except Honorary, Temporary or Provisional members) the signature of a member in the category of membership the applicant has applied for who has been a member of the Club for a minimum period of at least twelve (12) months who shall propose the applicant for membership.

- (h) such other particulars as may be prescribed by the Board from time to time.
- 15.5 Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
  - (a) the joining fee (if any) and the appropriate annual subscription;
  - (b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- 15.6 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 identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- 15.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
- 15.8 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- 15.9 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.
- 15.10 Upon a person being elected as a member of the Club 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 joining fee and first annual subscription to be forwarded or posted to such person after deducting an administrative charge for processing the application.

## **16. JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES, UNFINANCIAL MEMBERS AND ABSENTEE LIST**

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- 16.1 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 & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act. Subscriptions may be paid, if the Board so determines, monthly, quarterly, yearly or for more than one year in advance.
- 16.2 Any candidate elected during the last six (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 & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
- 16.3 All subscriptions shall be due and payable on a date determined by the Board from time to time.

- 16.4 Any person who has not paid his or her subscription within a period of thirty (30) days from the due date 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 and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.
- 16.5 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 in Rule 16.3 and of the provisions of Rule 16.4.
- 16.6 Any person who has been removed from membership of the Club pursuant to Rule 16.4 may re-apply for membership in accordance with this Constitution.
- 16.7 The Board shall have power to make charges and levies on Seven Day members, Six Day members, Five Day members, Five Day Veteran members and House and Social members for general or special purposes. A member who does not pay any charge or levy imposed by the Board pursuant to Rule 16.7 by the due date for payment shall be deemed to have acted prejudicially to the interests of the Club as provided for in Rule 20.
- 16.8 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any sub-club of the Club;
  - (d) nominate or be elected or appointed to the Board or any Committee of any sub-club of the Club;
  - (e) vote in the election of the Board or any Committee of any sub-club of the Club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Committee of any sub-club of the Club;
  - (g) propose, second or nominate any eligible member for Life membership.
- 16.9 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.
- 16.10 Members who satisfy the Board that they are either retired from employment and/or are in receipt of such form of pension as may be approved by the Board, shall be entitled to a reduction in their subscription in such amount as may be determined by the Board.

## 17. **PATRONS**

- 17.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron except where the Patron is already a member of the Club in which case they shall retain the rights and privileges of that category of membership.

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

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18.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
  - (i) the name in full;
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (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.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or 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.

## **19. ADDRESSES OF MEMBERS**

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

## **20. DISCIPLINARY PROCEEDINGS**

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20.1 Subject to Rule 20.2, the Board shall have power to reprimand, 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;
  - (i) guilty of any conduct prejudicial to the interests of the Club; or
  - (ii) guilty of conduct which is unbecoming of a member.

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

- (a) A member shall be notified of:
  - (i) any charge against the member pursuant to Rule 20.1; and
  - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.

- (c) 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.
  - (d) If the member fails to attend such meeting, the charge 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.
  - (e) 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.
  - (f) No motion by the Board to find the charge or charges established shall be deemed to be passed unless at least two-thirds of the members of the Board present and voting, vote in favour of such motion. The voting by the members of the Board present at the meeting shall be by secret ballot.
  - (g) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
  - (h) 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 the appropriate penalty for the charge of which the member has been found guilty.
  - (i) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present and voting, vote in favour of such motion. The voting by the members of the Board present at the meeting shall be by secret ballot.
  - (j) Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board shall not be required to provide any reason for its decision.
- 20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a), the Board by resolution or the Secretary 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 (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- 20.4 Any member suspended pursuant to Rules 20.1, 20.2, or 20.3 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any sub-club ;
  - (d) nominate or be elected or appointed to the Board or any Committee of a sub-club;
  - (e) vote in the election of the Board or any Committee of a sub-club;
  - (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.

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

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- 21.1 In addition to any powers under Section 77 of the Liquor Act the Secretary or, subject to Rule 21.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act;
  - (d) who hawks, peddles or sells any goods on the premises of the Club;
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (f) 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.
  - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.
- 21.2 If pursuant to Rule 21.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 21.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 21.3 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.
- 21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not re-enter or attempt to re-enter the Club within 24 hours of being refused admission or being turned out.
- 21.5 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a) the person must not:
- (a) remain in the vicinity of the Club;
  - (b) re-enter the vicinity of the Club within 6 hours of being refused admission or being turned out.

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

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- 22.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
  - (b) 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.

- 22.2 A resignation pursuant to Rule 22.1 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.
- 22.3 Any member who has resigned pursuant to 22.1 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.

## 23. GUESTS

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- 23.1 All members (except Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 23.11.
- 23.2 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.
- 23.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 23.4 No member shall introduce any person as a guest who:
- (a) has been expelled from the Club pursuant to Rule 20.1;
  - (b) is then suspended pursuant to Rule 20.1; or
  - (c) who is then refused admission to or turned out of the Club pursuant to Rule 20.1.
- 23.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 23.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 23.7 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.
- 23.8 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.
- 23.9 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.
- 23.10 The Secretary or senior employee then on duty 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.
- 23.11 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;
  - (c) in relation to whom the member is a responsible adult.

23.12 For the purposes of Rule 23.11(c), “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.

## 24. **BOARD OF DIRECTORS**

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24.1 Subject to Rules 27.7 and 32.2, the following shall apply in respect of the Board:

- (a) Up until the Annual General Meeting of the Club in 2020 the Board shall, consist of nine (9) directors who shall comprise of a President, a Vice President, a Treasurer, a Captain and five (5) ordinary board members;
- (b) With effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020 and up until the Annual General Meeting of the Club in 2021, the number of directors of the Board will be reduced from nine (9) to eight (8) who shall comprise of a President, a Vice President, a Treasurer, a Captain and four (4) ordinary board members;
- (c) With effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2021, the number of directors of the Board will be reduced from eight (8) to seven (7) who shall comprise of a President, a Vice President, a Treasurer, a Captain and three (3) ordinary board members.

24.2 To give effect to the reduction of the Board as set out in Rule 24.1 and to meet the requirements of the triennial rule set out in Rule 25.1, the members shall:

- (a) at the Annual General Meeting to be held in 2019, elect three (3) directors to the Board; and
- (b) at the Annual General Meeting to be held in 2020, elect two (2) directors to the Board; and
- (c) at the Annual General Meeting to be held in 2021, elect two (2) directors to the Board.

24.3 At the first Board meeting after each Annual General Meeting the directors in office including those most recently elected to office in accordance with the Triennial Rule shall elect from amongst themselves a President, a Vice President, a Treasurer and a Captain.

24.4 The members of the Board shall hold office in accordance with the Triennial Rule when they shall retire but shall, subject to the Constitution, be eligible for re-election.



- (a) A person shall not be elected to or hold office as a member of the Board unless they are a financial seven (7) day member, a financial six (6) day member, a financial Corporate Nominee member, or a Life member of the Club of at least two (2) years standing at the time of the election or shall have been previously either a financial seven (7) day or six (6) day member with five (5) years cumulative membership at the time of election to the Board.
- (b) In order to be eligible to be elected or appointed to the position of President a member must have been a director of the club for a minimum of at least two (2) years prior to being elected or appointed to the position provided that if at any time there is no director with this qualification then it shall not apply and the elected directors can elect a director to the position who does not hold this qualification.

24.5 A member who:

- (a) is an employee; or
- (b) is currently under suspension pursuant to Rules 20.1; or
- (c) is not a Financial member

shall not be eligible to stand for or be elected or appointed to the Board.

24.6 A member is ineligible to be nominated for election to the Board if that member:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
- (b) has at any time been convicted of an indictable offence; or
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct.

24.7 Every member elected to office as a Director of the Club or any member seeking to be elected as a Director of the Club shall be required to comply with any mandatory Director training requirements which shall be prescribed by law.

24.8 Each director shall be required to be a member of at least one Board Committee and to actively participate in the Committee and also participate in the Duty Director Roster and attend at the Club for this duty when required.

24.9 Any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training for directors as required by the Regulations made under the Registered Clubs Act.

## 25. **ELECTION OF BOARD**

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25.1 The Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below).

## **Schedule 4 of the Registered Clubs Act**

### **Definitions**

1. *In this Schedule –*

**"general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;

**"triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

**"year"** means the period between successive general meetings.

#### **First general meeting under triennial rule**

2. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*
- (2) *The groups -*
- (a) *shall be determined by drawing lots; and*
  - (b) *shall be as nearly as practicable equal in number; and*
  - (c) *shall be designated as group 1, group 2 and group 3.*
- (3) *Unless otherwise disqualified, the members of the governing body -*
- (a) *in group 1 shall hold office for 1 year; and*
  - (b) *in group 2 shall hold office for 2 years; and*
  - (c) *in group 3 shall hold office for 3 years.*

#### **Subsequent general meetings**

3. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

#### **Casual vacancies**

4. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

### **Re-election**

5. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

### **Revocation of triennial rule**

6. *If the triennial rule is revoked –*

- (a) at a general meeting - all the members of the governing body cease to hold office; or*
- (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*

*and an election shall be held at the meeting to elect the members of the governing body.”*

25.2 The election of the Board shall be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer and at least two scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
- (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 25.2, shall be prominently posted on the Club Notice Board at least forty five (45) days prior to the date fixed for the close of nominations and shall remain on the Club Notice Board until nominations close.
- (c) Nominations shall close at 5.00 pm on a day determined by the Board that is at least thirty (30) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
- (d) Nominations for election of directors shall be made in writing on the approved Nomination Form and supporting Nominees Statement (“Nomination Papers”). The Nomination Papers shall be signed by two (2) Life members, Seven Day members or Six Day members of the Club and by the Nominee and shall be delivered to the Secretary of the Club prior to the close of nomination. The proposer and seconder shall be financial members of the Club of at least two (2) years standing at the time the Nomination Papers are signed. After the close of nominations, the Returning Officer and Secretary shall validate each nomination.
- (e) A nomination can be withdrawn at any time prior to the closing of nominations.
- (f) The Secretary shall post the name of each candidate on the Club Notice Board.
- (g) If there be only the requisite number nominated for the available positions to be filled those candidates shall be declared duly elected.
- (h) If the full number of candidates for the available positions to be filled on the Board is not nominated then those candidates who are nominated shall be declared elected and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position or positions not so filled. The proposer, seconder and nominee must satisfy the same

eligibility requirements as set out in Rule 25.2(d) above. The proposer, seconder and nominee shall be required to complete Nomination Papers at the meeting. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with the following sub-paragraphs of this Rule 25.2.

- (i) 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.
- (j) The Returning Officer shall supervise the preparation of ballot papers.
- (k) The order in which names appear on the ballot paper shall be determined by lot.
- (l) The ballot shall be conducted during such times as shall be determined by the Board from time to time.
- (m) The Returning Officer shall supervise the issue of ballot papers.
- (n) 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.
- (o) Members shall place their ballot papers in the ballot box provided at the Club.
- (p) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (q) The Returning Officer shall supervise the examination of ballot papers.
- (r) The decision of the Returning Officer as to the validity or invalidity of any vote shall be final.
- (s) The Returning Officer shall supervise the counting of votes.
- (t) In the event of an equality of votes in favour of two (2) or more candidates for the final position of Ordinary Board member another ballot shall be taken at the Annual General Meeting between those candidates having an equality of votes and if on that further ballot there is an equality of votes, the chairman of the meeting shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (u) The Returning Officer shall report the result of the ballot to the meeting.
- (v) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 25.2.
- (w) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 25.2.
- (x) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 32.2.

25.3 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 25.1 and Rule 25.2.

## **26. POWERS OF THE BOARD**

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

### **GENERAL POWERS**

- 26.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution 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.

### **SPECIFIC POWERS**

- 26.3 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time:

- (a) To make, alter and repeal By-Laws pursuant to Rule 26.17.
- (b) 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.
- (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 affairs of the Club 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 any award that may be made through the arbitration process.
- (f) 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.
- (g) 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.
- (h) 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 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.
- (i) Sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the

## Registered Clubs Act.

- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) 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 set the joining fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

## COMMITTEES

26.4 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

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

or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.

26.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

26.6 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.

26.7 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

26.8 The meetings and proceedings of any committee consisting of two or more persons 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 26.4 or by any by-law made by the Board pursuant to this Rule 26.4.

- 26.9 Any Committee shall make minutes of its meetings which shall include recommendations and resolutions and will forthwith submit those minutes to the Board at the next available meeting and the Board will retain those minutes as if they were minutes of the Board.

## **SUB CLUBS**

- 26.10 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to:
- (a) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
  - (b) Allow each of the sub clubs established pursuant to this Rule 26.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
  - (c) Allow all such sub clubs referred to in (b) above to create or continue to have rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
  - (d) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a 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) 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.
- 26.11 Any of the sub clubs established pursuant to Rule 26.10 or those already in existence must conform to any By-Law made by the Board pursuant to Rule 26.17.
- 26.12 The President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
- 26.13 Subject to the general control and supervision of the Board, each such sub club may 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 sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- 26.14 The Board may empower each such sub club to open and operate a bank account in the name of the section in 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 may remove and replace such persons or any of them.
- 26.15 Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such 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 members of the 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. The Constitution, Rules and By-Laws of each such Sub- Club shall not be inconsistent with this Constitution or the procedures set out in this Constitution or the Club's By-Laws.

- 26.16 Any disciplinary action by a sub club in respect of any member of such 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.

## **BY-LAWS**

- 26.17 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.

- 26.18 Without limiting the generality of Rule 26.17 the Board may regulate:

- (a) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the management and control of play and dress within the Club;
- (e) the upkeep and control of the golf course;
- (f) the control and management of all competitions;
- (g) the conduct of members and guests of members;
- (h) the privileges to be enjoyed by each category of members;
- (i) the relationship between members and Club employees; and
- (j) 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.

- 26.19 Any By-law made under this Rule 26.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

- 26.20 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.

## **27. PROCEEDINGS OF THE BOARD**

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- 27.1 The Board may meet together for the dispatch of 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.
- 27.2 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.
- 27.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.



27.4 The quorum for meetings of the Board shall be:

- (a) up until the Annual General Meeting in 2020 five (5) members personally present;
- (b) with effect from the Annual General Meeting in 2020 four (4) members personally present.

27.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.

27.6 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.

27.7 The continuing directors on 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 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.

27.8 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 had been duly appointed and was qualified to be a member of the Board.

27.9 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.

27.10 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.

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

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28.1 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 28.2.

28.2 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.

## **29. REGISTERED CLUBS ACCOUNTABILITY CODE**

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- 29.1 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 29.
- 29.2 For the purposes of this Rule 29, the following 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**

- 29.3 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; and
  - (b) the roles and responsibilities of the top executive;
  - (c) the remuneration (including fees for service) of the top executive;
  - (d) the termination of the top executive’s employment.
- 29.4 Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

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

- 29.5 Subject to Rule 29.7 and any restrictions contained in 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.
- 29.6 A “pecuniary interest” in a company for the purposes of Rule 29.5 does not include any interest exempted by the Registered Clubs Act.

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

- 29.7 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; or
  - (b) any close relative of the Secretary or a manager;
  - (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**

- 29.8 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**

- 29.9 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.
- 29.10 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**

- 29.11 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; and
  - (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;
  - (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.
- 29.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 29.11.

## **30. PROVISION OF INFORMATION TO MEMBERS**

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- 30.1 As required by the Accountability Code, 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.

## 31. REMOVAL FROM OFFICE OF DIRECTORS

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31.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
- (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.

31.2 Any person appointed pursuant to paragraph 31.1(b) 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.

31.3 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.

## 32. VACANCIES ON BOARD

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32.1 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) fails to complete the mandatory training requirements for directors referred to in Rule 24.10 within the prescribed period (unless exempted).
- (c) is convicted of a felony or serious crime on indictment.
- (d) 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.
- (e) is absent without special leave from meetings of the Board for a continuous period of three (3) months and the Board has not, within 14 days of having been given a notice by the secretary giving details of the absence, resolved that special leave be granted.
- (f) by notice in writing given to the Secretary resigns from office as a director.
- (g) becomes prohibited from being a member of the Board by reason of any order or *declaration made under the Act, Liquor Act or Registered Clubs Act*.
- (h) fails to declare a material personal interest in accordance with this Constitution.
- (i) ceases to be a member of the Club.
- (j) becomes an employee of the Club.

32.2 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. Provided

that there is a quorum of directors at all times in accordance with Rule 27.4 the Board shall not be obliged to fill the casual vacancy on the Board.

### 33. GENERAL MEETINGS

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- 33.1 A general meeting of the members of the Club must be held for a proper purpose.
- 33.2 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.
- 33.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 33.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- (b) In this Rule 33.4 the term "the request" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (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 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.
- (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 twenty-one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 33.4 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 three (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 all reasonable steps to cause the directors to comply with this Rule 33.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

## **NOTICE OF GENERAL MEETINGS**

- 33.5 At least twenty-one (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 Full members who are entitled to attend and vote at that meeting and to the auditor.
- 33.6 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
  - (b) state the general nature of the meeting's business;
  - (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.
- 33.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty-one (21) days prior to the date of the meeting.
- 33.8 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 Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

## **ANNUAL GENERAL MEETINGS**

- 33.9 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting; and
  - (b) to receive and consider the reports referred to in Rule 36.3(b);
  - (c) to declare the results of the election of the Board and if necessary conduct any further election as provided for in this Constitution;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);
  - (f) to deal with any other business of which due notice has been given to the members.
- 33.10 (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.

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

- 33.11 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.
- 33.12 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.
- 33.13 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;
  - (c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **CHAIR AT GENERAL MEETINGS**

- 33.14 The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the Captain shall preside as chairperson of the meeting. If the Captain is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

### **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- 33.15 Life members, financial Seven Day members, financial Six Day members and Corporate Nominee members shall be the only members entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club provided that financial Five Day members shall be entitled to attend at general meetings including Annual General Meetings and further provided that if:
- (a) at either a general meeting or an Annual General Meeting, it is proposed to consider an ordinary resolution to give an honorarium to a member in respect of his or her services as a member of the Board or of any committee of the Board, then House and Social members, Five Day members and Five Day Veteran members shall be permitted to attend that general meeting and vote on any resolution regarding such honorarium; and
  - (b) there are insufficient nominations for the various positions on the Board, then House and Social members, Five Day members and Five Day Veteran members shall be permitted to attend an Annual General Meeting and vote in any election of the Board that may be conducted at the meeting pursuant to Rule 25.2(h);
  - (c) the members in general meeting are to consider a resolution to remove a director or directors and appoint a director or directors, then House and Social members, Five Day members and Five Day Veteran members shall be permitted to attend the general meeting and vote on any resolution in that regard;

- (d) pursuant to the Registered Clubs Act or the Gaming Machines Act, Ordinary members (as defined in the Registered Clubs Act) are permitted to vote on any resolution or resolutions, nothing in this Constitution shall prevent House and Social members, Five Day members and Five Day Veteran members from doing so.
- 33.16 Subject to Rule 33.26, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 33.17 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- 33.18 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.
- 33.19 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.
- 33.20 A demand for a poll may be withdrawn.
- 33.21 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.

## **QUORUM FOR GENERAL MEETINGS**

- 33.22 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 33.23 At any general meeting of the Club (including an Annual General Meeting), not less than twenty (20) members present in person and eligible to vote shall be a quorum.
- 33.24 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 33.4; or
  - (b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine.
- 33.25 If at any meeting adjourned pursuant to Rule 33.24 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.



## **PROXY VOTING PROHIBITED**

33.26 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 a member or of the Board

as the proxy of another person.

## **ADJOURNMENT OF GENERAL MEETINGS**

33.27 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.

33.28 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

33.29 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.

33.30 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.

## **34. MEMBERS' RESOLUTIONS AND STATEMENTS**

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### **MEMBERS' RESOLUTIONS**

34.1 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least 100 members who are entitled to vote at a general meeting.

34.2 The notice must:

- (a) be in writing;
- (b) set out the wording of the proposed resolution; and
- (c) be signed by the members proposing to move the resolution.

34.3 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.

34.4 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.

- 34.5 If the Secretary has been given notice of a resolution under Rule 34.1, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 34.6 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.
- 34.7 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.
- 34.8 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.
- 34.9 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
  - (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

#### **MEMBERS' STATEMENTS**

- 34.10 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.
- 34.11 The request must be made by:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least 100 members who are entitled to vote at the meeting.
- 34.12 The request must be:
- (a) in writing;
  - (b) signed by the members making the request; and
  - (c) given to the Secretary.
- 34.13 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.
- 34.14 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 34.15 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.

- 34.16 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.
- 34.17 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.
- 34.18 The Club need not comply with the request:
- (a) if the statement is more than 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.

## 35. **MINUTES**

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- 35.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
  - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
  - (c) resolutions passed by directors without a meeting.
- 35.2 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.
- 35.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## 36. **ACCOUNTS AND REPORTING TO MEMBERS**

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- 36.1 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;
- 36.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 36.3 (a) 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.
- (b) 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 June immediately prior to the Annual General Meeting:

- (i) the financial report of the Club;
- (ii) the directors' report;
- (iii) the auditor's report on the financial report.

#### **37. FINANCIAL YEAR**

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- 37.1 The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

#### **38. AUDITORS**

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

#### **39. SECRETARY**

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

#### **40. TREASURER**

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

#### **41. EXECUTION OF DOCUMENTS**

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- 41.1 The Club shall have a Seal.
- 41.2 The Board must provide for the safe custody of the Seal.
- 41.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the Secretary.
- 41.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the Secretary.

#### **42. NOTICES**

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- 42.1 A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending it by post to the address of the member recorded for that Member in the Register of members kept pursuant to his Constitution;
  - (c) by sending it to the electronic address (if any) nominated by the member.

- 42.2 Where a notice is sent by post to a member in accordance with Rule 42.1 the notice

shall be deemed to have been received by the member:

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

42.3 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

#### **43. INDEMNITY TO OFFICERS**

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- 43.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 43.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

#### **44. INTERPRETATION**

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- 44.1 A decision of the Board on the construction or interpretation of this Constitution or any Rule, or any By-Law 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, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

#### **45. AMENDMENTS TO CONSTITUTION**

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- 45.1 This Constitution can only be amended by way of Special Resolution passed at an Annual General Meeting or a general meeting of the members of the Club. Life members, financial Seven Day members, financial Six Day members and financial Corporate Nominee members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

#### **46. GENERAL**

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- 46.1 The Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any provision in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.