

**CORPORATIONS ACT 2001**

**CONSTITUTION**

**of**

**KIAMA GOLF CLUB LIMITED**  
**ACN 000 994 589**

Adopted 2009  
Amended 29.3.2015

CORPORATIONS ACT 2001  
A COMPANY LIMITED BY GUARANTEE

**CONSTITUTION  
Of**

**KIAMA GOLF CLUB LIMITED  
ACN 000 994 589  
ABN 19 000 994 589**

1. The name of the Company is “Kiama Golf Club Limited ACN 000 994 589” (“the Club”).
2. The Registered Office of the Club is situated at Oxley Avenue, Kiama in the State of New South Wales and may be in some other place within that State as determined by the Club.
3. (a) The main objects for which the Club is established are:
  - (i) To acquire and take over the funds and other assets and the liabilities of the former unincorporated Club known as the Kiama Golf Club.
  - (ii) To establish, maintain and conduct a golf club for the accommodation of the members of the Club and their guests and to provide for them the usual privileges of a club.
  - (iii) To conduct, promote and develop the game of golf and other indoor and outdoor sports and entertainments and to promote friendship between members of the Club.
  - (iv) To construct, establish, maintain and conduct a golf course, playing areas and grounds.
  - (v) To construct, renovate and extend clubhouses, pavilions and other buildings or works containing amenities and accommodations, residential or otherwise.
  - (vi) To promote and hold either alone or jointly with any other corporate body or person, golf meetings, competitions, matches, awards dinners, balls, concerts and other entertainment and to offer, give or contribute towards trophies, prizes and medals.
  - (vii) To purchase, amalgamate with, acquire, sell to, subscribe to, become a member of, or co-operate with any institution whose objects are wholly or partly similar to those of the Club and which prohibit the distribution of its income and property to its members at least to the extent required of the Club under clause 4 of this Constitution.
  - (viii) To apply for, obtain and hold a licence, permit or other authority under any Act in force in the State of New South Wales for the purpose of selling and distributing liquor, tobacco, cigarettes and other provisions and refreshments.

- (ix) To maintain a Club Licence under the Liquor Act, 2007 or any amendment thereto or any other Act and to appoint a Secretary to be chief executive officer of the Club.
  - (x) To buy, prepare, make, supply, sell and deal in all kinds of equipment and clothing used in connection with the game of golf or any other sport, game or entertainment and liquor, tobacco, cigarettes and all kinds of provisions and refreshments.
  - (xi) To purchase, lease, exchange, accept as a gift or otherwise acquire any freehold or leasehold property, buildings, easements, restrictions, rights and privileges and to sell, convey, transfer, assign, mortgage, exchange or otherwise dispose of these.
  - (xii) To borrow or raise and secure the payment of money for example, by bills of exchange and by issuing debenture stock charged upon all or part of the Clubs present or future property and to purchase, redeem or pay off securities.
  - (xiii) To invest and deal with moneys the Club does not immediately require in securities and to sell, dispose of, realise or otherwise deal with securities.
  - (xiv) To enter into arrangements with or obtain rights, privileges and concessions from Government or any statutory authority.
  - (xv) To employ and dismiss employees, officers, servants and agents and pay them wages or in kind.
  - (xvi) 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.
  - (xvii) To insure against all insurable risks.
  - (xviii) To deal in cheques, promissory notes, bills of exchange, debentures or other negotiable and transferable instruments.
  - (xix) To subscribe or contribute to any charitable, benevolent or useful association or object of a public character.
  - (xx) To make donations to any person or corporate body.
  - (xxi) To publish materials in order to promote the Club.
  - (xxii) To further the above objects in conjunction with any other corporate body or person as principals, agents, contractors, trustees or otherwise.
  - (xxiii) To do anything incidental to further the above objects and in the interpretation of this Constitution, the powers conferred on the Club by any clause must be given their widest possible meaning.
- (b) The Club has the powers set out in Section 124 of the Corporations Act 2001.

4.
  - (a) The income and property of the Club must be applied solely towards promoting the objects of the Club set out in this Constitution and must not be paid or transferred in any manner to the members of the Club but this does not prevent payment to any employee, officer, servant or agent of the Club or other person in return for services to the Club.
  - (b) No income or property of the Club may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member of the Club.
  - (c) 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.
  - (d) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
5. The liability of the members is limited.
6. Each member of the Club undertakes to contribute to the assets of the Club if wound up during the time the person is a member or within a year afterwards for:
  - (a) payment of the debts and liabilities of the Club contracted before the person ceased to be a member, and
  - (b) the costs of winding up the Club, and
  - (c) the adjustment of the rights of contributors amongst themselves,as required but not exceeding two (\$2.00) dollars.
7. If on the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property, it must not be paid or distributed amongst the members of the Club, but must be applied towards any institution or institutions with similar objects to those of the Club which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of clauses 4.1 and 4.2 hereof determined by the members of the Club at or before the time of dissolution or in default, by a Judge of the Supreme Court of New South Wales.

#### **LIQUOR AND GAMING**

- 7A.
  - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 7A does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.

- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) 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.
- (e) Subject to Section 73(2)(b) 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.
- (f) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **DEFINITIONS AND INTERPRETATIONS**

8. In this Constitution unless the subject or context requires otherwise:

“Annual General Meeting” means the Annual General Meeting held each year as required by the Act and the Constitution.

“the Act” means the Corporations Act 2001. When any provision of the Act is referred to, that reference is to that provision as modified by any law for the time being in force.

“Biennial General Meeting” means the Annual General Meeting to be held in 2015 and every second Annual General Meeting thereafter which the Board is elected to office in accordance with this Constitution.

“Board” means the Directors acting as a Board of Directors.

“By-laws” means the By-laws of the Club.

“Club” means Kiama Golf Club Limited 19 000 994 589.

“Constitution” means this Constitution.

“Director” means a Director of the Club.

“Financial Member” means a member who has paid the entrance fee (if any) and annual subscription (if any) by the due date and who does not owe the Club any other moneys which have been outstanding for seven (7) days or more.

“Financial year” has the meaning assigned to it by the Act.

“Gaming Machines Act” means the Gaming Machines Act 2001 and any regulation made under 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.

“Liquor Act” means the Liquor Act 2007 and any regulation made under 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.

“Member” means a person who is an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member of the Club.

“Month” means one calendar month.

“Notice Board” means the board or boards provided in the Club premises on which notices are posted.

“Office” means the registered office of the Club.

“Officer” means an officer as defined in Section 9 of the Act.

“Persons” includes corporations and partnerships.

“Register” means the register of members to be kept pursuant to the Act and the Registered Clubs Act.

“Registered Clubs Act” means the Registered Clubs Act, 1976.

“Resolution” means a resolution other than a special resolution.

“Seal” means the common seal of the company.

“Secretary” includes any person appointed to perform the duties of secretary temporarily and any duly appointed assistant secretary.

“Special resolution” has the meaning assigned to it by the Act.

“State” means the State of New South Wales.

“In writing” or “written” includes printing, lithography, photography, storage on computer, compact or laser disc and any other means of storing, representing or reproducing words in a visible form.

The singular number includes the plural number and vice versa. Words importing any gender include the other gender.

References to any act or regulation are references to the act or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing it.

These Articles are the rules of the Club.

Headings have been inserted for convenience only and are not part of the Constitution.

9. 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.

## MEMBERSHIP

10. Deleted.
11. The Members of the Club comprise the following:-
  - (a) All persons who immediately before the date on which this Constitution takes effect were members of the Club, that is:
    - (i) those members formerly "Full Members" continue as "Full Members",
    - (ii) those members formerly "Social Members" continue as "Social Members",
    - (iii) those members formerly "Junior Members" or "Sub-Junior Members" continue as "Junior Members",
    - (iv) those members formerly "Life Members" continue as "Life Members",
    - (v) those members formerly "Honorary Members" continue as "Honorary Members",
    - (vi) those members formerly "Temporary Members" continue as "Temporary Members",
    - (vii) those members formerly "Provisional Members" continue as "Provisional Members".
  - (b) Any other person the Board admits to membership in accordance with the Constitution.
12. The membership of the Club is categorised as follows:-
  - (a) Ordinary Members;
  - (b) Life Members;
  - (c) Honorary Members;
  - (d) Temporary Members; and
  - (e) Provisional Members.
13. Ordinary Membership of the Club is classified as follows:-
  - (a) Full Members;
  - (b) Social Members;
  - (c) Cadet Members;
  - (d) Junior Members; and
  - (e) any other class of Ordinary Member as determined by the Board.

14. The number of Ordinary Members in each class can be determined by the Board provided that the number of full members (as defined by the Registered Clubs Act) shall not be less than such minimum prescribed by the Registered Clubs Act.

#### **FULL MEMBER**

15. (a) "Full Member" means a person who:
- (i) participates in the golfing activities of the Club or who, in the opinion of the Board, exhibits a genuine interest in the promotion and development of the game of golf, and,
  - (i) has been elected to the class of Ordinary Membership known as "Full Members" and has paid the applicable entrance fee (if any) and annual subscription, or
  - (ii) is taken to be a Full Member under sub-paragraph (a)(i) of clause 11.
- (b) A Full Member is entitled to all the playing and social privileges of the Club and is entitled to attend and vote at any meeting of the Club.
- (c) A person taken to be a Full Member under sub-paragraph (a)(i) of clause 11 is **taken** to have paid the applicable entrance fee (if any) and annual subscription for the financial year current at the date on which the Constitution takes effect.

#### **SOCIAL MEMBER**

16. (a) "Social Member" means a person who:
- (i) has been elected to the class of Ordinary Membership known as "Social Members" and has paid the applicable entrance fee (if any) and annual subscription, or
  - (ii) is taken to be a Social Member under sub-paragraph (a)(ii) of clause 11.
- (b) A Social Member is entitled to
- (i) the social privileges of the Club,
  - (ii) to vote for the election of Directors of the Board,
  - (iii) two (2) of their number to be elected to two (2) non-executive Director positions on the Board,
  - (iv) to vote on any proposed honorarium in accordance with the Registered Clubs Act,
  - (v) and to attend General Meetings but, subject to the above, not to participate in the management, business or affairs of the Club, except for those social members who are elected or appointed to the two (2) specific non-executive Director positions available for social members.



- (c) A person taken to be a Social Member under sub-paragraph (a)(ii) of clause 11 is taken to have paid the applicable entrance fee (if any) and annual subscription for the financial year current at the date on which the Constitution takes effect.

### **JUNIOR MEMBER**

17. (a) “Junior Member” means a person over the age of eight (8) and under the age of eighteen (18) who:-
- (i) satisfies the Board that they are a member of a sporting team or sporting club affiliated with the Club and/or will, if elected to membership, take an active part in the sporting activities of the Club and has been elected to Junior membership of the Club; or
  - (ii) is taken to be a Junior Member under sub-paragraph (a)(iii) of clause 11.
- (b) (i) Junior members must taken an active part in the sporting activities of the Club on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall not be eligible to hold office, attend or vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they take any part in the management of the Club.
- (ii) Junior members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 and/or Section 22A of the Registered Clubs Act is in force but shall not be served with or consume alcohol within the Club.
- (iii) Junior member shall pay such annual subscription as the Board may determine from time to time.
- (iv) No person may be elected to Junior membership of the Club unless the Club receives written consent from the parent or guardian of that person becoming a Junior member of the Club and taking an active part in the sporting activities of the Club.
- (c) A person taken to be a Junior Member under sub-clause (a) (iii) of clause 11 is taken to have paid the applicable entrance fee (if any) and annual subscription for the financial year current at the date on which the Constitution takes effect.
- (d) On turning eighteen (18) a Junior Member is entitled to transfer to the class of members known as Full Members without the need for formal application under clause 25.

### **CADET MEMBER**

18. (a) “Cadet Member” means a person over the age of eighteen (18) years and under the age of twenty-one (21) years who:

- (i) satisfies the Board that he/she is undertaking a recognised traineeship, apprenticeship or equivalent and/or is undertaking tertiary studies at a University, TAFE College or other recognised educational facility and/or,
  - (ii) will, if elected to membership as a cadet member, take an active part in the sporting activities of the Club.
- (b) Cadet Members shall be entitled to those privileges as the Board may determine from time to time and are entitled to all the playing and social privileges of the Club, subject to such determination by the Board from time to time and are entitled to attend and vote at meetings of the Club;
- (c) Cadet Members shall be entitled to be elected or appointed as an officer or Board Member of the Club;
- (d) Cadet Members shall pay such annual subscription and entrance fee as the Board may determine from time to time;
- (e) On turning twenty-one (21) years of age a Cadet Member is entitled to transfer to the class of member known as Full Members without the need for formal application.

#### **LIFE MEMBER**

19. (a) "Life Member" means a Full Member who is elected to that class of members known as "Life Members" by ballot (or secret ballot if recommended or required by the Board) a majority of two-thirds of the members present and entitled to vote at a general meeting no Full Member may be considered for election as a Life Member unless the member:
- (i) has been a Full Member of the Club for a continuous period of at least ten (10) years;
  - (ii) has rendered lengthy or meritorious service to the Club,
  - (iii) has been nominated by notice in writing by two Full Members, and
  - (iv) has had the nomination approved by the Board.
- (b) The nomination of a person for election to the class known as Life Members must be given to the Secretary at least thirty-five (35) days prior to the date of the General Meeting.
- (c) A Life Member is entitled to all the rights, privileges and advantages of a Full Member.
- (d) A Life Member is not obliged to pay annual subscriptions.
- (e) A person who was a Life Member as at the date on which the Constitution takes effect remains a Life Member.

### **HONORARY MEMBER**

20. (a) "Honorary Member" means any person admitted to that category of membership known as "Honorary Members" in accordance with the rules of the Club and who holds office as a patron of the Club, or is a prominent citizen or local dignitary.
- (b) Honorary members who are full members (as defined by the Registered Clubs Act) shall be entitled to the rights and entitlements of the category of membership of which they are a full member (as defined by the Registered Clubs Act).
- (c) The Board has power to determine the duration of Honorary Membership and to cancel Honorary Membership of any person at any time without giving reason.
- (d) An Honorary member who is not a full member (as defined by the Registered Clubs Act) shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time (including playing golf) and to introduce guests into the Club but shall not be entitled to vote, attend a meeting of the Club, be elected or appointed as an Officer of the Club and/or participate in the management, business or affairs of the Club.
- (e) An Honorary Member is not obliged to pay an entrance fee or an annual subscription.

### **TEMPORARY MEMBERS**

21. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (i) Any visitor whose ordinary place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to the Constitution.
- (ii) 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;
- (iii) 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/she so attends the premises of the Club until the end of that day.
- (iv) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription:
- (i) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club

or participate in the management, business and affairs of the Club in anyway;

- (ii) Temporary members shall be entitled to such playing and social privileges and advantages as the Board may determine from time to time, but shall not be permitted to introduce guests into the Club other than a minor in accordance with clause 99;
- (iii) 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;
- (iv) No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 21(a)(iii);

### **PROVISIONAL MEMBERS**

22. (a) "Provisional Member" means a person who has lodged a nomination for membership and:
- (i) such nomination lodged with the Secretary complies with the Constitution, and
  - (ii) has paid the entrance fee (if any) and annual subscription appropriate to the class of membership nominated.
- (b) Provisional Membership lapses on acceptance or rejection of nomination by the Board.
- (c) The Board may reject a nominee without giving reason.
- (d) The Secretary must, as soon as possible, refund the entrance fee (if any) and annual subscription paid by a Provisional Member if that person's nomination for membership of the Club is rejected.
- (e) A Provisional Member is entitled to the privileges of the nominated class of membership but is not entitled to:
- (i) vote,
  - (ii) attend a meeting of the Club,
  - (iii) be elected or appointed as an Officer of the Club, or
  - (iv) participate in the management, business or affairs of the Club.
23. No person under the age of eighteen (18) may be admitted as a member of the Club except as a Junior Member, or as a Provisional Member awaiting acceptance to Junior Membership.

### **PATRON**

24. (a) At each Annual General Meeting the Club may elect a Patron to hold office until the next Annual General Meeting.

- (b) A retiring Patron is eligible for re-election.

### **ADMISSION OF MEMBERS**

25. (a) A person shall not be admitted as a Full member, Social member, Cadet member or Junior member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (c) The Board or election committee may reject any application for membership without giving any reason.
- (d) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant; and
  - (ii) the residential address of the applicant;
  - (iii) the date of birth of the applicant;
  - (iv) the occupation of the applicant;
  - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (vi) the signature of the applicant and, in the case of a Junior member, the signature of the parent or guardian of the applicant;
  - (vii) such other particulars as may be prescribed by the Board from time to time.
- (e) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription; and
  - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (f) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (g) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 25(f) and who has paid the Club the joining fee

(if any) and the first annual subscription for the class of membership applied for may become a Provisional member.

- (h) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- (i) 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.
- (j) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

### **TRANSFER OF MEMBERSHIP**

- 26. (a) The Board may on the written application of an Ordinary Member transfer that member from any class of Ordinary membership to any other class of Ordinary Membership.
- (b) A member who is transferred is not entitled to a refund or reduction of the entrance fee (if any) or annual subscription paid by that member for the financial year current at the date of transfer.
- (c) A member who is transferred may be asked to pay any additional entrance fee, annual subscription or other fee payable as a result of the transfer.

### **RESIGNATION OF MEMBERSHIP**

- 27. A member may, at any time by giving notice in writing to the Secretary, resign from membership of the Club but remains liable for:
  - (a) any annual subscription (without adjustment or apportionment) arrears due but unpaid at the date of resignation, and
  - (b) any sum the member might be liable to pay under clause 6 of the Constitution.

### **DISCIPLINING OF MEMBERS**

- 28. (a) Subject to sub-clause (b), if a member breaches a provision of the Constitution or a By-law of the Club, or is, in the opinion of the Board, guilty of conduct prejudicial to the interests of the Club or guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board may by resolution:
  - (i) reprimand the member,
  - (ii) suspend the member from some or all of the privileges of membership for as long as it thinks fit, or
  - (iii) expel the member.
- (b) The Board must not pass a resolution under sub-clause (a) unless the member and all Directors are given seven (7) days written notice specifying:

- (i) the place, date and time of the meeting of the Board at which the resolution of the Board under sub-clause (a) is to be considered,
  - (ii) full particulars of any alleged breach of a By-law or provision of the Constitution, or of any alleged prejudicial or unbecoming or unfit conduct, including the date, time and place and nature of the alleged breach or conduct,
  - (iii) that the member has an opportunity to give an explanation or defence orally at the meeting or in writing submitted to the Secretary before the meeting, and
  - (iv) that if the member fails to attend the meeting, a resolution reprimanding, suspending for a time, or expelling the member may be passed in the members absence.
- (c) The Board on the vote of a simple majority of the Board may immediately suspend from the exercise of all or any of the privileges of membership until the time specified in the notice of the meeting a member proposed to be disciplined in accordance with sub-clause (a).
- (d) A resolution under this clause must be by secret ballot, passed by not less than two-thirds of the members of the Board present and voting at the meeting.
- (e) If the Board decides that the member is guilty of a breach of a By-law or a provision of the Constitution, or of prejudicial, unbecoming or unfit conduct, it must not decide on penalty until the member, but only if he or she is present at the meeting, has had an opportunity to address the Board on the question of penalty.
- (f) The decision of the Board is final.
- (g) A member dealt with in accordance with this clause has no right of action, at law or in equity, or any other remedy against the Club or the Board or any member of it by reason of reprimand, suspension, or expulsion or by reason of any act or thing arising or relating to it.

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

- 28A. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 28A(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;

- (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (vi) 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.
  - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 28A(a) 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 28A(e)) 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.
- (c) Without limiting Rule 28A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 28A(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Rule 28A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 28A(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) 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:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised by the Secretary to exercise such power.

#### **LIABILITY ON CESSATION OF MEMBERSHIP**

29. A person who ceases to be a member of the Club, for whatever reason, forfeits all rights as a member of the Club, but remains liable for:-
- (a) any annual subscription and arrears due but unpaid at the date the person ceases to be a member, and
  - (b) any sum the person might be liable to pay under clause of the Constitution.

#### **ADDRESS OF MEMBERS**

30. (a) A person must:
- (i) on becoming a member, provide the Secretary with particulars of name, address and occupation (if these particulars have not already been stated on the membership nomination form), and



- (ii) promptly notify the Secretary in writing of changes of name, address and occupation.
- (b) The last address given is the member's registered address for the purpose of giving notices.

### **REGISTERS OF MEMBERS AND GUESTS**

31. The Club shall keep the following registers:

- (a) A register of persons who are full members (as defined by the Registered Clubs Act) which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full; and
  - (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. This register shall set forth in respect of each of those members:
  - (i) the name in full or the surname and initials; and
  - (ii) the address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 21(a)(iii)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the signature of the member.
- (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. This register shall set forth in respect of each of those guests:
  - (i) the name in full or the surname and initials; and
  - (ii) the address;

- (iii) the date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.

### **VOTES OF MEMBERS**

32. (a) Only members of the following categories are entitled to vote and participate at a meeting of the Club:
- (i) Full Members.
  - (ii) Life Members.
  - (iii) Cadet Members.
  - (iv) Social Members but only to vote for the election of Directors of the Board pursuant to clause 16 and on any proposed honorarium for Directors or other members of the Club.
- (b) A member who is eligible to vote is entitled to vote both on a show of hands and on the taking of a poll but only has one vote.
- (c) A member who is also an employee of the Club is not entitled to vote but may attend a meeting of the Club.
- (d) A person may not attend or vote at a meeting of the Club as the proxy or under a power of attorney of another person.
33. A member is not entitled to:
- (a) vote or attend a meeting of the Club,
  - (b) be elected or appointed as an Officer of the Club, or
  - (c) participate in the management, business or affairs of the Club,
- unless the member is a Financial Member and where a member seeks to be elected to the Board of Directors the member must have paid the full annual subscription (if any) prior to nomination, notwithstanding that the member may have elected to pay the annual subscription by instalments pursuant to clause 35 hereof.
34. Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
35. In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
36. Any person elected during 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 subscription provided from time to time by the Registered Clubs Act.

37. All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
38. Any person who has not paid his or her joining fee, subscription, levy or other payment by 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 28 shall not apply to such resolution.
39. The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 37
- 39A. Members who satisfy the Board that they 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.

## **BOARD OF DIRECTORS**

### **(ELECTION, APPOINTMENT, REMOVAL AND REMUNERATION)**

40. The Board must consist of nine (9) Directors, comprising in order of seniority the executive positions of President, Vice President, Captain, Vice Captain and Treasurer and also four (4) non-executive Directors.
41. (a) A Director must retire at the next Biennial General Meeting following election or appointment and, subject to the Constitution, the Act and the Registered Clubs Act, is eligible for re-election.  
  
(b) The Board must be elected biennially by the Ordinary Members and Life Members entitled to vote under the Constitution.
42. Only Full Members, Life Members, Cadet Members and Social Members who have paid their full annual subscription (if any and notwithstanding any election made by that member to pay the annual subscription by instalments) shall be entitled to be elected or appointed to the Board of Directors provided that the positions of President, Vice President, Captain, Vice Captain and Treasurer shall be elected or appointed from those Full Members, Life Members or Cadet Members so nominated and Social Members shall only be entitled to be elected to or appointed to a maximum of two (2) positions of non-executive Director.
43. No member currently under suspension or who has been the subject of a suspension within the twelve (12) months leading up to nomination or who is presently the subject of disciplinary proceedings pursuant to clause 28 by the Board in accordance with the Constitution is eligible to nominate for, be elected or appointed to the Board.
44. No person who has been a Full Member, Cadet Member or a Social Member of the Club for less than twelve (12) months at the closing date for nominations is eligible to nominate for or be elected or appointed to the Board.
45. No member who is also an employee of the Club is eligible to nominate for or be elected or appointed to the Board.

- 45A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- 45B. Subject to Rule 45C, a member shall not be entitled to hold office as either President or Captain for more than six (6) consecutive years.
- 45C. Notwithstanding Rule 45B:
- (a) a member may hold office as President for more than six (6) consecutive years if the member is the current President and no other eligible member nominates for election to the Board as President; and/or
  - (b) a member may hold office as Captain for more than six (6) consecutive years if the member is the current Captain and no other eligible member nominates for election to the Board as Captain.
46. (a) Nominations for the position of Director must be made in writing and be signed by two Life Members, Full Members, Cadet Members or Social Members entitled to attend and vote at meetings of the Club and by the nominee, who must consent to the nomination.
- (b) The nominee must specify the position on the Board for which the nominee is nominating.
- (c) A nominee may nominate for one executive and one non executive position on the Board but if elected to the executive position is taken not to be elected to the non executive position.
- (d) Nominations must be received by the Secretary no later than twenty-one (21) days prior to the date of the Biennial General Meeting.
- (e) The Secretary must as soon as practicable after receipt of a nomination, post the name of the nominee and the nominee's proposers on the Notice Board.
- (f) A nominee may display on the Notice Board a portrait photograph measuring not more than 10 centimetres by 15 centimetres and a typewritten statement of not more than one A4 page in length.
47. (a) If at the close of nominations there are more than the required number of nominations for a particular position positions on the Board then a ballot to fill the position must be held.
- (b) The ballot is to be taken in such manner as may be determined by the Board of Directors.
- (c) In the event of an equality of votes for a position, the Secretary must determine the successful nominee by lot prior to or at the Annual General Meeting in the presence of the competing nominees where practicable and two directors.
- (d) If at the close of nominations the required number of nominations is received for a particular position or positions on the Board then the person or persons so nominated are taken to be elected to the respective position or positions on the Board.

- (e) If at the close of nominations the required number of nominees for any of the various positions on the Board is not received then:-
  - (i) those already nominated are taken to be elected to the relevant positions on the Board for which they have nominated, and
  - (ii) additional nominations for the positions not filled may be received at the Annual General Meeting, and
    - (1) any additional nomination received at the Annual General Meeting must comply with clause 46(a) and (b),
    - (2) if the number of nominations is equal to the required number then the nominees are taken to be elected to the relevant positions on the Board,
    - (3) if more than the required number nominate for any position then an election by secret ballot must take place at the Annual General Meeting, and in the event of an equality of votes, clause 47(C) applies,
    - (4) if the number of nominations at the Annual General Meeting is still less than the required number, those persons elected to the Board may subsequently appoint an eligible Full Member or Life Member, Cadet or Social Member to fill a vacant position, that member holding office until the next Annual General Meeting.
  
- 48. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. 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 months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act be followed in relation to that meeting.
  
- 49. The office of a Director shall automatically be vacated if the Director:-
  - (a) is disqualified for any reason referred to in Section 206B of the Act,
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
  - (c) resigns from office as a Director by notice in writing given to the Secretary,
  - (d) is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated,
  - (e) 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,

- (f) ceases to be a Member of the Club,
  - (g) fails to declare the nature of his or her interest in a contract or office or property in accordance with this Constitution,
  - (h) becomes an employee of the Club,
  - (i) fails to complete the mandatory requirements for directors referred to in Rule 45A within the period prescribed (unless exempted).
50. The Board may at any time appoint an eligible Full Member or Life Member or Cadet Member or in the case of a non executive position a Social Member to be a Director to fill a casual vacancy until the next Biennial General Meeting.
51. A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

### **BOARD OF DIRECTORS**

#### **(POWERS AND DUTIES)**

52. The Board shall be responsible for the management of the business and affairs of the Club and may exercise its powers and do all such acts and things as the Club is by law or the Constitution authorised to exercise and do and which are not by law or the Constitution required to be exercised or done by the Club in General Meeting. In particular, without limiting the general powers, the Board has power from time to time:
- (a) to control and dispose of the property of the Club subject to the requirements of the Liquor Act and Registered Clubs Act,
  - (b) to conduct and administer the business and affairs of the Club,
  - (c) to regulate the rights and privileges of members,
  - (d) to appoint committees from among its members or members of the Club,
  - (e) to delegate to any committee any of its powers and alter or revoke any delegated power,
  - (f) to delegate to any committee elected by the members or some of them, for example a committee to organise and supervise the playing of golf by male or female or male and female members, any of its powers and alter and revoke any delegated power,
  - (g) to appoint and empower delegates to represent the Club,
  - (h) to employ, pay or pay in kind and terminate the employment of employees, officers, servants and agents (other than Directors),

- (i) to purchase or otherwise acquire for the Club property, rights and privileges which the Club is authorised to acquire at a price and generally on terms and conditions which the Board thinks fit,
- (j) to mortgage or charge the property or undertaking of the Club,
- (k) to conduct, compromise or abandon legal proceedings commenced by or against the Club, its employees, officers, servants and agents where those proceedings relate to the affairs of the Club,
- (l) to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club,
- (m) to refer any claims or demands by or against the Club to arbitration and to enforce or perform any award,
- (n) to determine who is entitled to sign or endorse on the Club's behalf contracts, receipts, cheques, bills of exchange, promissory notes and other documents or instruments,
- (o) to invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club (with or without security) and vary or realise investments,
- (p) to borrow or secure the payment of money for Club purposes,
- (q) to issue debentures which may attach special rights or privileges charged against the present or future property of the Club,
- (r) to receive deposits on terms and at rates of interest as it determines,
- (s) to sell, lease, exchange or otherwise dispose of furniture, fittings, equipment, plant and other goods or chattels belonging to the Club and with the approval of members by way of a special resolution, requiring at least seventy-five (75%) percent majority of those members voting, to sell, lease, exchange or otherwise dispose of some or all of the lands and buildings or other property or rights of the Club, but the power to lease must not be exercised without the consent of the Licensing Court where required or pursuant to Section 413 of the Registered Clubs Act where applicable,
- (t) to fix the maximum number of each class of Ordinary Membership,
- (u) to impose restrictions on the rights and privileges of members in using Club premises, amenities and facilities and on their conduct, behaviour and dress,
- (v) to prohibit or regulate the formation of groups of members and their use of the Club's premises and the name of the Club,
- (w) to recommend and pay an honorarium to any person following resolution of a General Meeting,
- (x) to repay out-of-pocket expenses incurred on behalf of the Club by a Director or any other person, and

- (y) to make, alter and repeal By-laws for the conduct and management of the Club, for example By-laws regulating:
- (i) matters about which the Constitution empowers the Board to make By-laws.
  - (ii) voting procedures,
  - (iii) management, control and trading activities of the Club,
  - (iv) control and management of the Club premises,
  - (v) control and management of play and dress on the golf course,
  - (vi) upkeep and control of the golf course,
  - (vii) control and management of all competitions,
  - (viii) conduct of members and guests of members,
  - (ix) relationships between members and Club employees, officers, servants and agents, and
  - (x) matters which are commonly the subject matter of Club rules or By-laws or which the Constitution, the Act or the Registered Clubs Act do not reserve for decision by the Club in general meeting.

53. A By-law made under the Constitution becomes operative on the posting on the Notice Board of a notice containing the By-law.

### **BOARD OF DIRECTORS**

#### **(PROCEEDINGS)**

54. (a) The Board must meet at least once in every month for the transaction of business. The names of the Directors of the Board present and voting, the name of any Director granted leave of absence, and minutes of all resolutions or proceedings of the Board must be recorded in a minute book.
- (b) Five Directors constitute a quorum at a meeting of the Board.
55. The President may at any time, and the Secretary must on the requisition of three (3) or more Directors, convene a Board meeting.
56. (a) Subject to the Constitution, motions must be proposed and seconded before they can be considered and voted upon by the Board.
- (b) A motion passed by a majority of Directors present and voting is a resolution.
- (c) When present, the President must chair a Board meeting. If the President is absent or is unwilling to act, the Vice-President must chair the meeting. If the President and the Vice-President are absent or unwilling to act, the Captain must chair the meeting. If the Captain is absent or unwilling to act, the Vice Captain must chair the meeting. If the Vice Captain is absent or unwilling to act, the meeting must elect a Director to chair the meeting.



- (d) The chairperson of a meeting has a deliberative vote (which must be exercised before the result is known) and an additional casting vote in the case of an equality of votes.
57. If the office of a Director becomes vacant:
- (a) the remaining Directors may act, but
  - (b) if the number of remaining Directors cannot constitute a quorum at a meeting of the Board, they may act only to increase the number of Directors to a quorum or to convene a General Meeting of the Club.
58. No resolution passed by the Board in meeting and no act of a Director is invalid because it is later discovered that there was some defect in the appointment of a person as a Director, or that a Director was disqualified from holding office.
59. A resolution in writing signed by all Directors is as valid as if it had been passed at a meeting of the Board and the resolution may consist of several documents in like form each signed by one or more members of the Board.
60. 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.

#### **DISCLOSURE OF INTERESTS BY DIRECTORS**

61. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 66.
62. Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
63. A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
64. A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
65. Rules 61 to 64 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

## **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

66. In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter;
  - (ii) must not be present while the matter is being considered at the meeting.
67. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a Director from the provisions of clause 61 except in exceptional circumstances.

## **CONTRACTS WITH DIRECTORS**

68. The Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

## **CONTRACTS WITH SECRETARY**

69. (a) Subject to paragraph (b) of this clause, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary; and
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act);
- (b) Paragraph (a) of this clause does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) permitted by the Registered Clubs Act.

## **MEETINGS OF MEMBERS**

70. (a) The Annual General Meeting of the Club must be held within five (5) months of the end of the Club's financial year at a date, time and place determined by the Board.
- (b) At least twenty one (21) days written notice of the Annual General Meeting must be given to each member of the Club entitled to attend and vote at an Annual General Meeting.
71. (a) Notice of the date, time and place for an Annual General Meeting, and of the last days for receiving nominations for office, for receiving nomination of a person for election as a Life Member and for giving notice of additional

business or notices of motion to be dealt with at the Annual General Meeting must be posted on the Notice Board at least twenty-one (21) days prior to the date for the Annual General Meeting.

- (b) Accidental omission to post the notice on the Notice Board as required by sub-clause (a) does not invalidate the meeting.

72. The business of an Annual General Meeting is to:

- (a) received the President's welcome,
- (b) receive apologies,
- (c) confirm the Minutes of the previous Annual General Meeting,
- (d) consider business arising from the minutes of the previous Annual General Meeting,
- (e) receive and consider the reports of the President and of the Directors,
- (f) receive and consider the captains report,
- (g) receive and consider the greens report,
- (h) receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor,
- (i) in the case of a Biennial General Meeting declare the result of the election of the President, Vice President, Captain, Vice Captain and Treasurer and four (4) other Directors for the ensuing year and if necessary, elect eligible Full Members, Life Members, Cadet Members and/or Social Members to any unfilled positions on the Board,
- (j) elect a patron for the coming year,
- (k) improve any honoraria recommended by the Board,
- (l) deal with any additional business of which due notice has been given,
- (m) deal with any motion duly submitted to the meeting,
- (n) receive from the meeting any recommendations for the incoming Board, and
- (o) consider General Business.

73. All notices of additional business and notices of motion to be dealt with at the Annual General Meeting must be in writing and handed to the Secretary at least forty two (42) days prior to the date of the meeting.

74. (a) The Chairman 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 Chairman 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.

75. All general meetings other than an Annual General Meeting are to be known as General Meetings.
76. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least 100 members who are entitled to vote at the general meeting.
- whichever is the lesser.
- (c) The request must:
- (i) be in writing;
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (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 does not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this clause 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 months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
77. (a) A Notice convening a General Meeting or Annual General Meeting must:
- (i) be in writing and specify the place, day and time of the meeting, and
  - (ii) set out the business of the meeting as required by the Constitution, the Act and the Registered Clubs Act and must be given to every member entitled to attend and vote at the meeting.

- (b) Accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by a member does not invalidate the meeting.
78. (a) No business may be transacted at a General Meeting or an Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) Twenty (20) members entitled to vote constitutes a quorum at a General Meeting or an Annual General Meeting.
79. If a quorum is not present within fifteen minutes from the time appointed for the meeting then:-
- (a) Where the meeting was convened by way of request of members it must be dissolved.
- (b) Otherwise:
- (i) the meeting must be adjourned to a day, time and place determined by the Board, or, if the Board makes no determination, to the same day, time and place in the following week, and
  - (i) if at the adjourned meeting, a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present constitute a quorum and may transact the business for which the original meeting was called.
80. (a) The President must chair at all meetings of the Club. If the President is absent or unwilling to act, the Vice President must chair the meeting.
- (b) If the President and Vice President are absent or unwilling to act, the Captain must chair the meeting.
- (c) If the President, Vice President and Captain are absent or unwilling to act, the Vice Captain must chair the meeting.
- (d) If the President, Vice President, Captain and Vice Captain are absent or unwilling to act then those members of the Board present must elect a Director chairperson.
- (e) If the President, Vice President, Captain and Vice Captain are absent or unwilling to act, and no Director is present at the meeting, the members present and entitled to vote must elect a chairperson.
81. (a) Every question or motion put to a meeting of the Club must be decided in the first instance by a show of hands.
- (b) In the case of an equality of votes the chairperson of the meeting has, both on a show of hands and on a poll, the vote to which he is entitled as a member and a casting vote.
82. (a) A poll may be demanded by:
- (i) The chairperson of a meeting.
  - (ii) five or more members present and entitled to vote at the meeting.

- (b) Unless a poll is demanded, a declaration by the chairperson of a meeting that a resolution has or has not been carried and, if so, by what majority and a minute of the chairperson's declaration in the books of the Club kept for that purpose is evidence of the chairperson's declaration.
83. (a) If a poll is demanded:
- (i) the chairperson must direct the time, place and manner of taking the poll.
  - (ii) it may be taken immediately or after an interval.
  - (iii) the result of the poll is taken to be a resolution of the meeting.
  - (iv) the meeting may continue after the poll has been taken.
- (b) The demand for a poll may be withdrawn.
- (c) The chairperson of a meeting must determine any dispute over the admission or rejection of a vote and, if the determination is made in good faith, it is final and conclusive.
- (d) The demand for a poll does not prevent the meeting from continuing except on the business the subject of the poll.
- (e) A poll demanded on the election of a chairperson or on an adjournment must be taken immediately.
84. (a) The chairperson of the meeting may, with the consent of any meeting at which a quorum is present and must, if directed by the meeting, adjourn it, but
- (b) no business may be transacted at any adjourned meeting except unfinished business.
85. Notice of an adjourned meeting need not be given unless it is adjourned for thirty (30) days or more.
86. The Board must cause minutes to be kept by the Secretary in books for that purpose of:-
- (a) the appointments of officers,
  - (b) the number of members present and voting at Club meetings, and
  - (c) the resolutions and proceedings of Club meetings.

### **MEMBERS' RESOLUTIONS**

87. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting;

whichever is the lesser.

- (b) The notice must:
    - (i) be in writing; and
    - (ii) set out the wording of the proposed resolution; and
    - (iii) be signed by the members proposing to move the resolution; and
    - (iv) be given to the Secretary by the last day for such notices pursuant to clause 71 hereof.
  - (c) 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;
  - (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
88. (a) If the Club has been given notice of a resolution in accordance with clause 87, the resolution is to be considered at the next annual general meeting that occurs after the notice is given and:
- (i) 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;
  - (ii) 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;
  - (iii) 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 Club may resolve to meet the expense itself.
- (b) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are to bear the expenses of sending the notice out – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
89. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
  - (ii) any other matter that may be properly considered at a general meeting.
- (b) The request must be made by:

- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at the meeting;
- whichever is the lesser.
- (c) The request must be:
    - (i) in writing; and
    - (ii) signed by the members making the request; and
    - (iii) given to the Club.
  - (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
  - (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club.
  - (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
  - (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
  - (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
  - (i) The Club need not comply with the request:
    - (i) if the statement is more than 1,000 words long or defamatory; or
    - (ii) 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.

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

### **AUDITORS**

- 91. An Auditor must be appointed and his/her duties regulated in accordance with the provisions of the Registered Clubs Act and the Act.
- 92. (a) The Club's auditor is entitled to attend any general meeting of the company;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;



- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **FINANCIAL YEAR**

93. The financial year of the Club commences on the first day of February in each year and ends on the thirty-first day of January in the following year.

### **ACCOUNTS AND AUDIT**

94. 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.
95. 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.
96. 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.
97. 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:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

### **SECRETARY**

98. 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.

### **GUESTS**

99. (a) All members (other than Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may introduce a guest only in accordance with Rule 100.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club, that member shall enter in the register of guests the particulars required by Rule 31(d).

- (c) No member shall introduce guests more frequently or in greater number than may, for the time being, be provided by By-law and no member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended from the Club, or who is then refused admission to or been turned out of the Club.
  - (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
  - (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
  - (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
  - (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (i) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to or request the guest to leave the Club's premises (or any part thereof) at any time without notice and without being required to give a reason.
100. A member (including a temporary member) may bring into the Club premises as the guest of that member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that member;
  - (b) who does not remain on the Club premises any longer than that member;
  - (c) in relation to whom the member is a responsible adult.
101. For the purposes of Rule 101(c) "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
  - (b) the minor's spouse or de facto partner;
  - (c) for the time being, standing in as the parent of the minor.

### **EXECUTION OF DOCUMENTS**

102. The Board must provide for the safe custody of the Seal.
103. (a) 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:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.

- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
  - (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

### **NOTICES**

104. (a) A Notice may be given by the Club to any member either:
- (i) personally,
  - (ii) by sending it by post to the members registered address or,
  - (iii) by sending it to the electronic address (if any) nominated by the member.
- (b) Where a notice is sent by post, service of the notice is taken to have been effected:
- (i) in the case of a notice convening a general meeting, on the day following that on which it was posted,
  - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) 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.
105. Deleted.

### **INDEMNITY TO OFFICERS**

106. (a) Every officer (as defined in Section 9 of the Act) of the Club may if the directors so determine 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.
- (b) 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 can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

### **READING OF CONSTITUTION**

107. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith they shall be inoperative and have no effect.

### **AMENDMENTS TO CONSTITUTION**

108. This Constitution may be amended only by a resolution passed by a three-quarters majority of Life members and financial Full members who are present and voting at an Annual General Meeting or a General Meeting of the Club, being a meeting of which at least twenty-one (21) days written notice specifying the intention to propose a resolution as a Special Resolution has been given in accordance with the Act.

### **HISTORICAL PROVISIONS**

109. The following persons are the original subscribers to the Memorandum of Association who agreed to the initial Articles of Association of the Club adopted on 25th day of March 1962.

<b>Signature of Subscribers</b>	<b>Witness to Signatures and Address of Witnesses</b>
DJ SWAN	
JF BREWSTER	
V EVANS	(Sgd)
SJS BOYD	
ALAN BOYD	
A SAUNDERS	
RC MUTCH	REX L GARSIDE 31 Bong Bong Street KIAMA Solicitor
RS HARDY	
J SHARP	
AH PYCRAFT	
JOHN ELLISON	
GG PETERS	