



# CONSTITUTION

# PAMBULA-MERIMBULA GOLF CLUB LTD

(ABN: 48 001 038 357/ACN: 001 038 357)

CORPORATIONS LAW

(A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL)



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# PAMBULA MERIMBULA GOLF CLUB LTD

## Part 1

### MEMORANDUM OF ASSOCIATION

1. The name of the Company is the “Pambula-Merimbula Golf Club Limited” (hereinafter called “the Club”).
2. The registered office of the Club will be situated in New South Wales.
3. The objects for which the Club is established are:
  - a. To provide a golf course at or near Pambula-Merimbula in the State of New South Wales and to lay out and prepare such ground for golf and other purposes of the Club and to provide pavilions, club rooms, and other conveniences in connection therewith.
  - b. To promote the game of golf and other athletic sports and pastimes.
  - c. To take over the funds and other assets and liabilities of the present unincorporated Club known as the Pambula-Merimbula Golf Club.
  - d. To arrange or hold golf and other matches, sporting events, trials and competitions and provide or contribute towards the provisions of prizes, awards and distinctions. Provided that no member of the Club shall receive any prize, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match, sporting event, trial or competition may be awarded to him.
  - e. To subscribe to, become a member of and co-operate with any other Club, association or organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 4 of this Memorandum.
  - f. In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the Club’s golf course.
  - g. To purchase, take on lease, or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- h. To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- i. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- j. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful objects.
- k. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof.
- l. To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- m. To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by mortgage or by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- n. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- o. In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club, provided that any disposal of land of the Club which is subject to section 41J of the *Registered Clubs Act 1976* shall not be affected until the requirements of that section and any applicable Regulations made under the *Registered Clubs Act*, have been satisfied.
- p. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- q. To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Club but subject always to the proviso in paragraph (g) of this Clause 3.

- r. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- s. To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- t. In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their incomes and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 4 of this Memorandum.
- u. In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- v. In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- w. To hold a Certificate of Registration under the *Registered Clubs Act 1976* and poker machine entitlements and gaming machines under the *Gaming Machines Act 2001*.
- x. To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- y. To make donations for patriotic or charitable purposes.
- z. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- aa. To do all other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

The powers set forth in the Third Schedule to the *Corporations Act 2001* shall not apply to the Club except insofar as they are included in this Clause 3.

- 4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club, nor prevent the payment 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, or reasonable and proper rent for premises demised or let by any

member to the Club; but so that no member of the Board or governing body of the Club shall be appointed to any salaried office in the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payments.

5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member or within one year after he ceased to be a member, for payment of debts and liabilities of the Club contracted before he ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
7. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to this Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under or by virtue of this Memorandum and Articles of Association such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of the Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Club shall be examined, and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.



9. The names, addresses and occupations of the subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
Keith McCORMACK	Lake View Avenue, Merimbula, N.S.W.	Builder
Keith ROBINSON	Princes Highway, Merimbula, N.S.W.	Builder
Paul Aston PEIRCE	Quondola Street, Pambula, N.S.W.	Medical Practitioner
Frederick Purcell ALLDIS	Princes Highway, Merimbula, N.S.W.	Retired
William Edgar DEVERIL	Main Street, Merimbula, N.S.W.	Retired
William George DEVERIL	Princes Highway, Merimbula, N.S.W.	Painter
Alan Bruce GALE	Wyebo Street, Merimbula, N.S.W.	Storekeeper
Bernard John SMITH	Kowara Crescent, Merimbula, N.S.W.	Milk Vendor
David Aubrey TORPEY	Weemilah Dr., Pambula, N.S.W.	Butcher
Leslie Raymond BEST	Beach Road, Pambula, N.S.W.	Factory Manager

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.



# PAMBULA MERIMBULA GOLF CLUB LTD

## Part 2

# ARTICLES OF ASSOCIATION

## DEFINITIONS

1. (a) In these Articles of Association unless there is something in the subject or context inconsistent therewith:

**“The Act”** means the *Corporations Act 2001*. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force at the date at which these Articles become binding on the Club shall have the meaning so defined.

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

**“By-Laws”** means and includes Rules.

**“The Club”** means Pambula-Merimbula Golf Club Limited (ACN 001 038 357).

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

**“In writing”** and **“written”** include printing typing photography lithography and other modes of representing or reproducing words in visible form in the English language.

**“Month”** except where otherwise provided in these Articles means calendar month.

**“Officers”** includes the President, Vice-President, Club Captain, Honorary Treasurer and members of the Board and the Secretary but does not include the Auditor.

**“Ordinary member”** in relation to the Club means a person who is a Full Golfing member, Senior Golfing member, Playing Rights member, Country Golfing member, Intermediate Golfing member, Restricted Golfing member, Recreational Golfing member, Junior member, Cadet member, Staff member, or Social member.

**“Full member”** in relation to the Club means a person who is an Ordinary member or a Life member of the Club.

**“Secretary”** includes Honorary Secretary, Acting Secretary and Secretary Manager.

**“Special Resolution”** means a resolution that in accordance with the Act:

- (i) Is passed at a General Meeting of the Club, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (ii) is passed at a meeting referred to in paragraph (i) by a majority of at least three quarters of such members of the Club as, being entitled to do so, vote in person at that meeting.

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

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
  - (i) If at the expiration of 30 days from the due date the member’s subscription or any part thereof payable on that date remains unpaid; or
  - (ii) if any money (other than the subscription) owing to the Club by the member in respect of the member’s obligations as such member remains unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof; and

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

### **INTERPRETATION**

- 2. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) The headings in these Articles are not part of these Articles and shall not affect their meaning.
- 3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-Laws or Rules of the Club made pursuant to these Articles 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.

### **PRELIMINARY**

- 4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles.
- 5. The Club is established for the purposes set out in the Memorandum of Association.
- 6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the *Registered Clubs Act 1976*, a member of the Club, whether or not that person is a member of the Board or of any committee of the Club, shall not be entitled under the rules 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 (as defined in the *Registered Clubs Act*) of the Club.

- (c) 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 rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the registration of the Club or the fact that the Club has applied for a certificate of registration under Part II of the *Registered Clubs Act* or from any added value that may accrue to the premises of the Club because the Club has applied for or is granted such certificate of registration.
  - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club 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) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
  - (f) No member of the Club who is also an employee of the Club shall vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
- 7.
- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the *Registered Clubs Act* 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)(b) 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 poker machines on the premises of the Club.
  - (d) A person under the age of 18 years shall not use or operate TAB or Keno facilities on the premises of the Club.
  - (e) Subject to subsection 2 of Section 73 of the *Gaming Machines Act 2001*, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
  - (f) Subject to subsection 2(b) of Section 74 of the *Gaming Machines Act 2001*, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
8. No member of any class shall compete for any prize whilst the member shall be more than 30 days in arrears as to any money due to the Club by the member in respect of the member's obligations as such member. Penalty for any breach of this Article shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any member from this penalty.

## **MEMBERSHIP**

9. (a) The number of Full members of the Club shall not be less than the minimum nor exceed the maximum permissible under the *Registered Clubs Act*.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior member or a Cadet member.
- (c) At all times a majority of the Full members must have the right to vote in an election of the Board.
10. (a) The Full membership of the Club shall be divided into the following categories:
- (i) Full Golfing members;
  - (ii) Senior Golfing members;
  - (iii) Playing Rights members;
  - (iv) Country Golfing members;
  - (v) Intermediate Golfing members;
  - (vi) Restricted Golfing members;
  - (vii) Recreational Golfing members;
  - (viii) Junior members;
  - (ix) Cadet members;
  - (x) Staff members;
  - (xi) Social members;
  - (xii) Life members.

Each class of membership shall be open to both sexes.

- (b) Persons who are not Full members may, in accordance with these Articles, be admitted to the premises and amenities of the Club as:
- (i) Provisional members;
  - (ii) Honorary members;
  - (iii) Temporary members.
- (c) (i) All persons who at the date of the Special Resolution adopting these Articles of Association were recorded in the Register of Members as Full Ordinary members shall as and from that date be known as Ordinary members.

- (ii) All persons who after the date of the Special Resolution adopting these Articles of Association are admitted as Country Ordinary members shall as and from the date of admission be known as Country Golfing members and shall be recorded as such in the Register of Members.
- (iii) All persons who at the date of the Special Resolution adopting these Articles of Association were recorded in the Register of Members as Junior Ordinary members shall as and from that date be known as Junior members.
- (iv) All persons who at the date of the Special Resolution adopting these Articles of Association were recorded in the Register of Members as Social Ordinary members shall as and from that date be known as Social members.

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

### 11. (a) **Full Golfing members**

- (i) Full Golfing members shall be persons of or over the age of 18 years who have applied for in writing, or been transferred to Full Golfing membership and been elected to that class in accordance with these Articles. Full Golfing members shall have full playing rights.
- (ii) In addition to the playing rights Full Golfing members shall be entitled to:
  - (A) The social facilities and amenities of the Club; and
  - (B) the right to attend and vote at all General Meetings; and
  - (C) the right to vote on all Special Resolutions; and
  - (D) the right to nominate any person for election; and
  - (E) the right to stand for the Board.

### (b) **Senior Golfing members**

- (i) Senior Golfing members shall be persons who have attained the age of sixty-five (65) years who have the qualification referred to in sub paragraph (ii) of paragraph (b) of this Article 11 and who apply for in writing and are transferred by the Board to Senior Golfing membership.
- (ii) Persons who have attained the age of sixty-five (65) years and who satisfy any requirement for Senior membership as determined by the Board from time to time by By-law and who have been a member of the Club in the category of Full Golfing member for at least fifteen (15) consecutive years immediately prior to applying for Senior Golfing membership are the only persons eligible to be transferred to Senior Golfing membership of the Club.
- (iii) Senior Golfing members shall have full playing rights.
- (iv) In addition to the playing rights Senior Golfing members shall be entitled to:

- (A) The social facilities and amenities of the Club; and
  - (B) the right to attend and vote at all General Meetings; and
  - (C) the right to vote on all Special Resolutions; and
  - (D) the right to nominate any person for election; and
  - (E) the right to stand for the Board.
- (v) Subject to 11(b)(ii) once a Member has been accepted into Senior Golfing membership, they will retain the right to apply for transfer back into this category, upon written application, as long as continuous membership of the Club is retained as an Ordinary member between transferring out of Senior membership and transferring back into Senior membership.
- (vi) Senior Golfing members will be entitled to pay a yearly subscription fee of \$100 less than Full Golfing members.
- (c) **Country Golfing members**
- (i) Any person of or over the age of 18 years and whose usual place of residence is more than 50 kilometers radius from the Club shall be eligible to be admitted as a Country Golfing member upon written application, and if admitted or transferred shall thereafter be known as a Country Golfing member, but if any such member shall be resident within a radius of 50 kilometers from the Club for a period or periods totalling more than four months in any one financial year of the Club that person shall cease to be a Country Golfing member but may apply for transfer to another class of Full membership in accordance with Article 19 hereof.
  - (ii) Country Golfing members shall be entitled to play on the golf course only on those days and at those times in each week as may be determined from time to time by the Board.
  - (iii) In addition to the playing rights, Country Golfing members shall be entitled to:
    - (A) The social facilities and amenities of the Club; and
    - (B) the right to attend and vote at all General Meetings; and
    - (C) the right to vote on all Special Resolutions.
- (d) **Intermediate Golfing members**
- (i) Intermediate Golfing members shall be persons of or over the age of eighteen (18) years and under the age of twenty-four years (24) who satisfy any requirements for Intermediate Golfing membership determined by the Board from time to time by By-law and who apply for in writing and are elected or transferred to Intermediate Golfing membership of the Club.
  - (ii) In addition to the playing rights, Intermediate Golfing members shall be entitled to:
    - (A) The social facilities and amenities of the Club; and
    - (B) the right to attend and vote at all General Meetings; and
    - (C) the right to vote on all Special Resolutions; and
    - (D) the right to nominate any person for election; and
    - (E) the right to stand for the Board.



- (iii) Upon attaining the age of twenty-four years an Intermediate Golfing member shall be transferred to another category of membership of the Club for which the Intermediate Golfing member has the necessary qualifications.

(e) **Restricted Golfing members**

- (i) Restricted Golfing members shall be persons of or over the age of eighteen (18) years who satisfy any requirements for Restricted Golfing membership as determined by the Board from time to time by By-law, and who have applied for in writing and been elected or transferred by the Board to Restricted Golfing membership.
- (ii) Restricted Golfing members shall be entitled to play on the golf course on five days in each week as determined by the Board from time to time (“the approved five days”) provided that one of the approved five days must be a weekday (Monday to Friday) on which the member can participate in a competition for their gender.
- (iii) Restricted Golfing members shall only be entitled to play on the golf course on a day which is not one of the approved five days if they pay such fees as determined by the Board from time to time.
- (iv) In addition to the playing rights in sub paragraphs (ii) and (iii) above Restricted Golfing members shall be entitled to:
  - (A) The social facilities and amenities of the Club; and
  - (B) to attend any General Meetings of the Club; and
  - (C) to vote only in the election of the Board or of any director or on any honorarium.
- (v) Restricted Golfing members shall not be entitled to:
  - (A) Stand for election to the Board; or
  - (B) nominate any person for election to the Board.
- (vi) Restricted Golfing members will be entitled to pay a yearly subscription fee of \$150 less than Full Golfing members.

(f) **Recreational Golfing members**

- (i) Recreational Golfing members shall be persons of or over the age of eighteen (18) years who have applied for in writing and are elected or transferred to Recreational Golfing membership of the Club.
- (ii) Subject to subparagraph (iii) of paragraph (f) of Article 11, Recreational Golfing members shall be entitled to play on the golf course on Monday to Friday inclusive, excluding public holidays.
- (iii) Recreational Golfing members shall only be entitled to play on the golf course on Saturday or Sunday or in any competition on any day of the week if they pay such fees as determined by the Board from time to time.

- (iv) In addition to the playing rights in sub paragraphs (ii) and (iii) above Recreational Golfing members shall be entitled to:
  - (A) The social facilities and amenities of the Club; and
  - (B) to attend any general meeting of the Club; and
  - (C) to vote only in the election of the Board or of any director and on any honorariums.
- (v) Recreational Golfing Members shall not be entitled to:
  - (A) Stand for election to the Board; or
  - (B) nominate any person for election to the Board.
- (g) **Playing Rights members**
  - (i) Playing Rights members shall be persons of or over the age of 18 years who have applied for Playing Rights membership of the Club and been elected to that class in accordance with these Articles.
  - (ii) Playing Rights members shall be entitled to participate in golfing activities of the Club by purchasing PMGC Golf Purchase Packages as set out by the Board from time to time;
  - (iii) In addition to the playing rights afforded in (ii), Playing Rights members shall be entitled to:
    - (A) The social facilities and amenities of the Club; and
    - (B) the right to attend and vote at all General Meetings; and
    - (C) the right to vote on all Special Resolutions; and
    - (D) the right to nominate any person for election; and
    - (E) the right to stand for the Board.
  - (iv) Playing Rights members will be entitled to pay a yearly subscription fee equal to that of a Social member.
- (h) **Junior members**
  - (i) Any person under the age of 18 (eighteen) years and of or over the age of 12 (twelve) years who satisfies the Board that he or she wishes to participate actively in the sport of golf in the Club and from whose parent or guardian the Club receives a written consent (in such form as the Board may determine) for that person to be a Junior member of the Club and to participate in the sport of golf in the Club may be admitted to Junior membership of the Club. Such parent or guardian shall be required to undertake to the Club to be responsible for the annual subscription and all other moneys payable to the Club in relation to the Junior member and for the behaviour of the Junior member.
  - (ii) Should that person cease to be eligible to be a Junior member the person may apply for transfer to another class of membership in accordance with Article 19 hereof.
  - (iii) Junior members shall be eligible to attend but not vote at any General Meeting of the Club, not stand for election to the Board, nor nominate any person for election to the Board, nor participate in any way in the management, business and affairs of the Club.

- (iv) Junior members under the age of 18 shall be permitted to enter only those parts of the premises of the Club in respect of which an authority has been granted specifying that area as a non-restricted area for the purposes of Section 22 of the *Registered Clubs Act*.
  - (v) Junior members under the age of 18 shall not be able to introduce visitors into the Club or sign any of the Registers for Temporary or Honorary members or the Club's Guests Register.
  - (vi) Junior members shall be entitled to play on the golf course only on those days and at those times in each week as may be determined from time to time by the Board.
- (i) **Cadet members**
- (i) Any person under the age of twelve (12) years and or over the age of ten (10) years who satisfies the Board that he or she wishes to participate actively in the sport of golf in the Club and from whose parent or guardian the Club receives a written consent (in such form as the Board may determine) for that person to be a Cadet member of the Club and to participate in the sport of golf in the Club may be admitted to Cadet membership of the Club. Such parent or guardian shall be required to undertake to the Club to be responsible for the annual subscription and all other moneys payable to the Club in relation to the Cadet member and for the behaviour of the Cadet member.
  - (ii) Should that person cease to be eligible to be a Cadet member the person may apply for transfer to another class of Full membership in accordance with Article 19 hereof.
  - (iii) Cadet members shall not be eligible to attend or vote at any General Meeting of the Club, nor stand for election to the Board, nor nominate any person for election to the Board.
  - (iv) Cadet members shall be permitted to enter only those parts of the premises of the Club in respect of which an authority has been granted specifying that area as a non-restricted area for the purposes of Section 22 of the *Registered Clubs Act*.
  - (v) Cadet members shall not be able to introduce visitors into the Club or sign any of the Registers for Temporary or Honorary members or the Club's Guests Register.
  - (vi) Cadet members shall be entitled to play on the golf course only on those days and at those times in each week as may be determined from time to time by the Board.
- (j) **Social members**
- (i) Social members shall be persons of or over the age of 18 years who have applied for Social membership of the Club and been elected to that class in accordance with these Articles.
  - (ii) Social members shall be entitled to:
    - (A) The social facilities and amenities of the Club; and
    - (B) to attend any General Meetings of the Club; and
    - (C) to vote only in the election of the Board or of any Director and on any honorariums; and

- (D) the right to stand for the Board.
- (iii) Social members shall not be entitled to:
  - (A) Participate in any of the golfing activities of the Club; or
  - (B) nominate any person for election to the Board.
- (k) **Staff members**
  - (i) Staff members shall be:
    - (A) The Club Professional; and
    - (B) employees of the Club as determined by the Board from time to time and who are elected by the Board or transferred by the Board to Staff membership of the Club.
  - (ii) Staff members shall not be liable to pay entrance fees for the Club. The annual subscriptions shall be determined by the Board in accordance with Section 28.
  - (iii) Staff members shall not be eligible to attend or vote at any General Meeting of the Club, nor stand for election to the Board, nor nominate any person for election to the Board.
  - (iv) Staff members shall have full playing rights to the golf course.

### **LIFE MEMBERS**

- 12. (a) In accordance with its published Life Membership Guidelines and Criteria and in its absolute discretion the Board may recommend to the members at a General Meeting that a member or employee be appointed a Life member provided that only one (1) life member be appointed in any three (3) year cycle and further that not less than seventy-five (75%) of those members present and eligible to vote accept the recommendation.
- (b) A person elected as a Life member shall only be required to pay the minimum subscription payment set out in the *Registered Clubs Act*, but shall be relieved from payment of levies, but shall have all the rights and privileges of Full Golfing membership.

### **HONORARY MEMBERS**

- 13. A person shall not be admitted as an Honorary member of the Club unless that person is admitted in accordance with the provisions of these Articles and has the qualifications, as specified in these Articles, requisite and appropriate in relation to the purposes of the Club for Honorary membership of the Club.
- 14. 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;

- (b) any prominent citizen or local dignitary visiting the Club.
15. Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any General Meeting of the Club, nor nominate for or be elected to the Board or any office in the Club, nor participate in any way in the management, business and affairs of the Club.
16. 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;
  - (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.

### **TEMPORARY MEMBERS**

17. The following persons may be made Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance from the Club as may be determined from time to time by the Board by By-Law pursuant to these Articles (but being not less than a radius of 5 kilometers from the Club).
  - (b) Full members (as defined in the *Registered Clubs Act*) of other clubs which are registered under the *Registered Clubs Act* and which have objects similar to those of the Club.
  - (c) A Full member (as defined in the *Registered Clubs Act*) of any other 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 so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
18. (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (b) Temporary members shall not be entitled to attend or vote at any General Meeting of the Club, nor nominate for or be elected to the Board or any office in the Club, nor participate in any way in the management, business and affairs of the Club.
  - (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 35A.

- (d) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefor.
- (e) No person under the age of 18 years may be admitted as a Temporary member of the Club.
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Article 17 (c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted;
  - (iv) the signature of the Temporary member.
- (g) At all times there shall be displayed prominently at each entrance of the Club premises at which members and guests are permitted to enter:
  - (i) a map that clearly shows the limits of the area within which an ordinary resident of the area is not eligible for Temporary membership otherwise than under Section 30 (10) of the *Registered Clubs Act*;
  - (ii) the rules of the Club that relate to Temporary membership of the Club;
  - (iii) a copy of the said Section 30 (10); and
  - (iv) a copy of the definition of "guest" in Section 4 of the said Act.

### **TRANSFER OF MEMBERSHIP**

19. The Board, at its discretion, may on the written application of a member transfer that member from any class of Full membership to another class of Full membership for which that member has the requisite qualifications in accordance with these Articles. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.

### **ELECTION OF MEMBERS**

20. 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 at a meeting of the Board or a duly appointed election committee of the Club the names of the members of which present and voting at that meeting are recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club make application for membership of the Club then that

application must be considered by the Full Board. The Board and any election committee may reject any application for membership without assigning any reason for such rejection.

21. Every candidate for membership shall complete and sign a membership application form, and provide an acceptable form of identification as requested.
22. (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
- (b) The nomination form together with all applicable fees shall be left with the office of the General Manager. The General Manager shall cause a copy of the nominated form to be exhibited on the Club notice board for a continuous period of not less than seven (7) days before submitting to the Board for approval.
23. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person.
- (b) A copy of the Memorandum and Articles of Association 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) on payment of any fee that may be prescribed by the Act.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

24. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.

## **PROVISIONAL MEMBERS**

25. Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club 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 Full membership of the Club.
26. A Provisional member shall be entitled to only the sporting and social facilities and amenities of the Club applicable to the class of membership which that Provisional member is seeking to join and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in any way in the management, business and affairs of the Club, or be allowed to win any Honour Board events.

## **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES**

27. The entrance fee and annual subscription payable by members of the Club shall be in each case be the amount determined by the Board of Directors from time to time provided that:
  - (a) the annual subscription shall be not less than two dollars (\$2.00) or such other minimum subscription provided by the *Registered Clubs Act* from time to time; and

- (b) the Board of Directors must not increase the annual subscription by more than five per cent (5%) in any year without first obtaining the approval of a resolution to that effect put to members at the Annual General Meeting.

28. The annual subscription shall be payable:

- (a) annually in advance; or
- (b) if the Board so determines, half yearly, quarterly or monthly in advance; or
- (c) if the Board so determines by Full Golfing members, Senior Golfing members and Social members for more than one year in advance.

All subscriptions shall be due and payable on a date or dates determined by the Board from time to time.

- 29. (a) The Board may allow a Full Golfing member to pay the annual subscriptions that will be due by the member for the rest of the period he is a member of the Club by making a one-off payment to the Club (“a perpetual subscription”).
- (b) The amount of a perpetual subscription will be determined by the Board.
- (c) If the Board permits a member to pay a perpetual subscription, the member shall be relieved from paying any annual subscription for the rest of the period they remain a member of the Club.
- (d) The Board reserves the right to refuse to accept payment of a perpetual subscription. If the Board does not accept payment of a perpetual subscription, the amount paid to the Club by the member shall be refunded to the member.

29A. The payment by a member of the annual subscription for more than one year in advance pursuant to Article 28 or Article 29 shall not include amounts for:

- (a) any fees or charges for a member to be affiliated with Golf Australia or any other similar body that governs the sport of golf which may exist from time to time; and
- (b) any fees or charges or premiums associated with insurance that the Club obtains for a member.

29B. Any member who pays the annual subscription for more than one year in advance pursuant to Article 28 or Article 29 shall be required to pay the amounts referred to in sub paragraphs (a) and (b) of Article 29A annually on receipt of a tax invoice from the Club for those amounts.

30. If the subscription or any part or instalment thereof of any member shall not be paid within 30 days from the date upon which it shall fall due for payment each year the defaulting member shall from that date, unless the Board otherwise determines, be debarred from all privileges of membership and if the Board by resolution so determines shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person's name in the Register of Members.

## **PATRONS**

31. 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 these Articles shall remain Honorary



members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club.

### **ADDRESSES OF MEMBERS**

32. Within one month after any change of a member's address the member shall advise the Secretary of that change.

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

33. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, unless the person is a Life member, the date on which the person last paid the annual fee for membership of the Club.
  - (b) A register of persons who are Honorary members and Temporary members other than Temporary members referred to in Article 17(c). This register shall set forth the name in full and the address of each Honorary member and each such Temporary member and, where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.
  - (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or over the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that person, the date on that day and the signature of that member provided always that if an entry in this register is made on any day in respect of a person who is a guest of a member it is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that member.

### **DISCIPLINARY PROCEEDINGS**

34. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or shall be guilty of any conduct which in the opinion of the Board is prejudicial to the interests of the Club or unbecoming a member or renders the member unfit for membership, the Board shall have power to reprimand, fine (the amount of any fine imposed not to exceed the amount of the annual subscription current for Full golfing membership at the date of imposition), suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club.  
Provided that:
- (i) The Board first shall give notice to the member to attend a meeting of the Board to be held not earlier than fourteen days and not later than twenty-eight days after service on the member of the notice, which notice shall give to the member an opportunity to give orally or in writing at such meeting an explanation or defence as he may think fit. The said notice shall include full details of the conduct complained of together with a copy of any originating letter of complaint.

- (ii) The member shall be entitled to attend the meeting for the purpose of answering the complaint and shall be entitled also to submit to the meeting written representations for the purpose of answering the complaint.
  - (iii) If the member fails to attend such meeting the complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations that may have been made to it in writing by or on behalf of the member.
  - (iv) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the members of the Board present in person vote in favour of such motion by way of a secret ballot.
  - (v) At the conclusion of the meeting the Board shall give notice forthwith to the member of its resolution either that the Board is satisfied with any explanation by the member, or that the member is reprimanded, fined a specified amount, or either expelled from the Club absolutely or suspended from membership for a specified period.
  - (vi) If the Board's resolution is that the member is expelled, or is suspended for a period of more than six (6) months, or is fined an amount greater than one half of the amount of the annual subscription current for ordinary membership at the date of imposition, the member may, by notice in writing lodged with the Secretary within fourteen days of being given notice of the resolution, appeal to have the question of whether the member is guilty of the alleged conduct and, if so, whether the penalty imposed by the Board should be affirmed dealt with by the Club in General Meeting.
  - (vii) Upon the lodging of such notice of appeal the expulsion or suspension or fine shall be held in abeyance as if the Board's resolution had not been passed and the Board shall convene a General Meeting of the Club, to be held not less than fourteen days and not more than two months after the date of the lodging of the appeal, for the purpose of considering the appeal.
  - (viii) If at such General Meeting the Board's resolution concerning the expulsion or suspension or fine of the member is approved by a majority of at least two-thirds of such members of the Club as, being entitled to do so, are present in person and vote by way of a secret ballot, the Board's resolution shall be re-instated and have full force and effect forthwith.
- (b) The Secretary shall have power to suspend forthwith from membership of the Club any member:
- (i) Who in the opinion of the Secretary is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) whose presence or conduct on the premises of the Club in the opinion of the Secretary renders the Club or the Secretary liable to a penalty under the *Registered Clubs Act*.

Any suspension pursuant to this Article 34(b) shall be for a period of not more than fourteen days and within seven days of the suspension being imposed the Secretary shall make a written report to the Board of the circumstances giving rise to the suspension.

- 34A. (a) In accordance with Section 77 of the *Liquor Act 2007* the Secretary or, subject to paragraph (c) of this Article 34A, 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; or
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the *Registered Clubs Act*; or
  - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
  - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or
  - (vi) who, within the meaning of the *Smoke-Free Environment Act*, smokes while on any part of the premises which is smoke-free; or
  - (vii) whom the Club, under the conditions of its Certificate of Registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Article 34A 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 paragraph (c) of this Article 34A) 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 the provisions of Section 77 of the *Liquor Act 2007* the employee who under these Articles is entitled to exercise the powers set out in this Article shall be:
- (i) In the absence of the Secretary from the premises of the Club the senior employee then on duty; and
  - (ii) any employee authorised in writing by the Secretary to exercise such power.

34AA. Any member suspended pursuant to Articles 34 or 34A shall during the period of such suspension not be entitled to:

- (a) Attend at the premises 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 of the Club; or
- (c) attend or vote at any meeting of the Club; or
- (d) nominate or be elected or appointed to the Board; or
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

## GUESTS

35. (a) All members other than Junior members, Cadet members and Temporary members shall have the privilege of introducing guests to the Club and (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.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended from the Club pursuant to Article 34.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Articles or the *Registered Clubs Act* regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a members.
- (f) 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.
- (g) 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 the guest.
- 35A. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) Who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
- (b) who does not remain on the Club premises any longer than that Temporary member; and
- (c) in relation to who the Temporary member is a responsible adult.
- 35B. For the purposes of Article 35A “responsible adult” means a person of or over the age of 18 years who, in relation to the minor, belongs to one or more of the following classes of persons:
- (a) A parent, step-parent or guardian of the minor; or
- (b) is 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; or
- (c) is a person who for the time being has parental responsibility for the minor.

## **BOARD OF DIRECTORS**

36. The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of nine (9) Directors of the Club consisting of a President, a Vice-President, a Club Captain, an Honorary Treasurer and five (5) ordinary directors in accordance with the following:
37. As from the Annual General Meeting held in 2010, the Board of Directors shall be elected triennially in accordance with Schedule 4 of the *Registered Clubs Act* (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in the year 2010.

### **SCHEDULE 4**

#### **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.
2. Repealed.

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

3. (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: and
  - (3) Unless otherwise disqualified, the members of the governing body –
    - (d) in group 1 shall hold office for 1 year; and
    - (e) in group 2 shall hold office for 2 years; and
    - (f) in group 3 shall hold office for 3 years.

#### **Subsequent general meetings**

4. 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**

5. (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 sub-clause (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**

6. 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**

7. 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.

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- (a) No member who is unfinancial shall be eligible to be elected to office as a director or as a member of any committee.
- (b) No member under suspension shall be eligible to be elected to office or act as a director or as a member of any committee.
- (c) Subject to the preceding paragraphs of this Article 37, only members in the following categories of membership shall be entitled to be elected to office or act as a director:
  - Full Golfing members;
  - Senior Golfing members;
  - Playing Rights members;
  - Intermediate Golfing members;
  - Life members;
  - Social members.
- (d) Members in the following categories of membership shall not be entitled to be elected to office or act as a director, or vote at a General Meeting (other than as determined within the rights and entitlements of each Membership Category):
  - (i) Country Golfing member;
  - (ii) Restricted Golfing member;
  - (iii) Recreational Golfing member;
  - (iv) Junior member;
  - (v) Cadet member;
  - (vi) Staff member.
- (e) The Board may not contain more than three (3) Playing Rights members at any one time.

- (f) The Board may not contain more than one (1) Social member at any one time.
38. (a) A nomination for the election of a member of the Board shall be made in writing and signed by two Life, Full, Senior, Playing Rights or Intermediate Golfing members of the Club and by the nominee (who shall signify thereby his or her consent to the nomination) and shall be lodged with the Secretary not less than twenty-one (21) clear days before the Annual General Meeting and 6.00 pm on the twenty-first clear day prior to the Annual General Meeting shall be the closing time for nominations.
- (b) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of these articles the order of seniority of offices shall be:
- (i) Firstly - President
  - (ii) Secondly - Vice-President
  - (iii) Thirdly - Club Captain
  - (iv) Fourthly - Honorary Treasurer
  - (v) Fifthly - Ordinary Board member.
- (c) Immediately after receipt of each nomination the Secretary shall post on the Club Notice Board the name of the candidate, with the names of the nominators, but the failure to post such notification shall not invalidate the nomination.
- (d) If by the close of nominations, the number of candidates nominated exceeds the number required to fill the positions a secret ballot shall be taken in the following manner:
- (i) As soon as possible after the close of nominations the Board shall fix the times for the opening and closing of the ballot, which shall close at least 12 hours before the time of the Annual General Meeting, and shall appoint a Returning Officer and two scrutineers all of whom shall be Full, Senior, Playing Rights, or Intermediate Golfing members who are not members of the Board nor candidates for election. The Returning Officer and the scrutineers shall be required to give a written undertaking that they will not disclose to any other person the results of the ballot prior to the official declaration being made. As soon as possible after his appointment and prior to the ballot papers being printed the Returning Officer shall carry out a draw for positions on the ballot papers in respect of each contested position. The Returning Officer shall supervise the issue of ballot papers, the safe custody of the ballot papers lodged, the examination of those ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting.
  - (ii) The Returning Officer shall be provided with a ballot box or boxes which shall be locked by him and placed in the Club premises to receive the ballot papers for eight (8) days at least before the time fixed for the closing of the ballot.
  - (iii) A member who is eligible to vote may obtain a ballot paper by attendance in person at the Club Office. In marking his ballot paper, a voter shall use consecutive numbers, commencing with the figure 1, in respect of each contested position. He may vote for any number of candidates but votes for candidates beyond the number required to fill the vacancies shall be disregarded. The voter shall then place his ballot paper in the ballot box provided.

(iv) Where more than one candidate is to be elected preference votes up to the number of vacancies to be filled shall be counted and shall be deemed to be of equal value. The required number of candidates who receive the greatest number of votes shall be elected. In any election a preference recorded for a candidate ineligible for election shall be disregarded and the next available preference shall be counted in its stead.

(v) In the event of an equality of votes in favour of two or more candidates the Returning Officer shall determine by lot the candidate to be elected. The expression "determine by lot" means determine in accordance with the following direction:

The names of the candidates concerned having been written on similar slips of paper and the slips having been folded so as to prevent identification and mixed and drawn at random, the candidate whose name is first drawn shall be elected.

(vi) The Returning Officer shall report the result of the ballot to the Chairman of the Annual General Meeting, who shall declare same at the meeting.

(vii) The decision of the Returning Officer in respect of all matters relating to the form of the ballot papers and to all matters relating to the formality or informality of any vote shall be final and no objection shall be raised by any member by reason of the failure on the part of the Secretary or the Returning Officer to hand a ballot paper to any member.

(e) If by the close of nominations, the number of candidates nominated equals but does not exceed the number required to fill the positions, those candidates nominated shall at the Annual General Meeting be declared elected.

(f) If by the close of nominations, the number of candidates nominated is less than the number required to fill the positions, those candidates nominated shall at the Annual General Meeting be declared elected and additional nominations shall be called for at the Annual General Meeting. If at the Annual General Meeting more than the number of candidates required to fill the remaining positions are nominated then an election by secret ballot shall be conducted at the Annual General Meeting in accordance with any By-Laws made pursuant to these Articles and, subject thereto and so far as these Articles do not provide, such ballot shall be subject to the direction of the Chairman of the Annual General Meeting and any decision by the Chairman relating to the ballot or the conduct thereof including the interpretation of these Articles shall be final and conclusive.

39. The Board may from time to time make such By-Laws not inconsistent with these Articles as it thinks necessary for the conduct of any election and all matters in connection therewith. Any By-Law so made may be set aside by ordinary resolution of the Club in General Meeting.

### **POWERS OF THE BOARD**

40. 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 by its Memorandum of Association or otherwise is 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 these Articles of Association and to any amendments to these Articles of Association provided that no such amendment shall invalidate any prior act of the



Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club as from time to time it may think fit and from time to time to revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that from time to time may be imposed upon it by the Board. The chairman elected pursuant to Article 42 shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
- (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and from time to time to amend or rescind any such By-Laws and without limiting the generality thereof particularly for:
  - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-Law;
  - (ii) The general management control and trading activities of the Club;
  - (iii) The control and management of the Club premises;
  - (iv) The conduct of members;
  - (v) The privileges to be enjoyed by each class of members;
  - (vi) The use of the facilities of the Club (including the golf course) by any member, class or group of members and any section of the Club established pursuant to paragraph (1) of this Article 40;
  - (vii) The relationship between members and Club employees; and
  - (viii) Generally, all such matters as are commonly the subject matter of Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (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 it shall think 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 the award.
- (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 shall 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 in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (i) To sell, exchange or otherwise dispose of any furniture, fitting, equipment, plant or other goods or chattels, and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands buildings or any property or rights to which the Club may be entitled from time to time PROVIDED that the power of the Board in relation to any disposal of land of the Club which is subject to Section 41J of the *Registered Clubs Act* shall not be exercised until the requirements of that Section and any applicable Regulations made under the *Registered Clubs Act* have been satisfied.
- (j)
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than directors, representatives, agents and servants or other employees in respect of permanent, temporary or special services as from time to time it may 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.
- (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (l)
  - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-Laws for the control and regulation of such sections or committees and the conduct and activities

thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

- (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the *Registered Clubs Act*) as such controlling body may from time to time require and the Club shall collect from the members of such section and pay on behalf of the section all capitation fees to any such controlling body or as required by such body.
- (iii) The Board may empower each such section 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.
- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Secretary to the section or to an office holder of the section.
- (v) Subject as hereinafter provided the constitutions and rules or By-Laws of each such section may be amended from time to time by a majority of the members for the time being of such section 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 section shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) Any disciplinary action by the section in respect of any member of such section shall be reported at once to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

41. Any By-Law made under these Articles shall come into force and have the full authority of a By-Law of the Club upon being posted on the Club Notice Board.

### **PROCEEDINGS OF THE BOARD**

42. 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 month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall be entitled to preside as chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice-President shall act as chairman. If the Vice-President is not present or is unwilling or unable to act as chairman, then the Club Captain shall act as chairman. If the Club Captain is not present or is unwilling or unable to act as chairman, then the Board members present may elect a chairman from among their number. The quorum for meetings of

the Board shall be five (5) members personally present. Meetings of the Board may be called or held using any technology consented to by all of the Directors.

43. (a) The President may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.
- (b) The Secretary or other authorised person shall give notice to all members of the Board of the time and place of every meeting of the Board.
44. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
45. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
46. 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.
47. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board 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 members of the Board.

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

48. (a) Any Director who has a material 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*:
- (i) Declare the nature of the interest at a meeting of the Board and it shall be the duty of the Chief Executive Officer to record such declaration in the minutes of the meeting; and
- (ii) comply with Article 48C.
- (b) Any director who has or acquires a financial interest in respect of an 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.
- (c) A director must in accordance with Section 41E of the *Registered Clubs Act* declare any gift received from an affiliated body (as defined in that Act) if the value of the gift exceeds \$500 or such other amount as may be prescribed by the Regulations under the *Registered Clubs Act*.

- (d) Without limiting the operation of Section 41F of the *Registered Club Act* a director must submit a written return in each year to the Club (in accordance with the Regulations under that Act) declaring any gift received by the director from a person or organisation that is party to a contract or commercial arrangement with the Club.

## **REGISTER OF INTERESTS**

- 48A. The Secretary shall in accordance with Section 41ZB of the *Registered Clubs Act* keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 48 and pursuant to Part 4A of Division 2 of that Act.
- 48B. Articles 48 and 48A do not limit the provisions of the *Registered Clubs Act* referred to in those Articles.

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

- 48C. 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 of the Directors of the Club:
- (a) Must not vote on the matter; and
  - (b) must not be present whilst the matter is being considered at the meeting.
- 48D. The Board shall not pass the resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Article 48C.

## **CONTRACTS WITH DIRECTORS**

- 48E. (a) In accordance with Section 41K of the *Registered Clubs Act*, 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.
- (b) A pecuniary interest in a company for the purposes of paragraph (a) of this Article 48E does not include any interest exempted by regulation made under the *Registered Club Act*.
- (c) Provided that the provision of Articles 48(a), 48C and paragraph (a) of this Article 48E does not include any interest exempted by regulation made under the *Registered Clubs Act*:
- (i) The director concerned shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract; and
  - (ii) the commercial arrangement or a contract shall not, by reason of that director's interest, be avoided; and
  - (iii) the director shall not be liable to account for the Club for any profit realised by that commercial arrangement or contract.

## **CONTRACT WITH SECRETARY**

49. (a) The Club must not enter into a commercial arrangement or contract with:

- (i) The Secretary; or
- (ii) any close relative (as defined in the *Registered Clubs Act*) of the Secretary; or
- (iii) any company or other body in which the Secretary has a controlling interest (as defined in the *Registered Clubs Act*);

provided however that this Rule 49 does not apply to a contract of employment or any contract permitted by the *Registered Clubs Act*.

- (b) paragraph (a) of this Article 49 does not prevent the Club entering into a contract with any of the persons referred to in that paragraph which is:
  - (i) A contract of employment; or
  - (ii) a result of an open tender process conducted by the Club; or
  - (iii) otherwise permitted by the *Registered Clubs Act*.

### **VACANCIES ON THE BOARD**

50. Subject to the provisions of these Articles the members in a General Meeting may by ordinary resolution of which at least two (2) months' notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that member's or those members' period of office and may, by ordinary resolution, appoint another person or persons in that member's or those members' stead provided that any person so appointed has the qualifications for office and complies with these Articles. Any person so appointed shall hold office only during such time as the Board member in whose place the person is appointed would have held if the Board member had not been so removed.
51. The office of President, Vice-President, Club Captain, Honorary Treasurer and Ordinary Board member shall be automatically vacated if the person holding that office:
- (a) Is disqualified for any reason referred to in Section 206B of the Act; or
  - (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; or
  - (c) is absent from meetings of the Board for a continuous period of six months without leave of absence from the Board; or
  - (d) by notice in writing given to the Secretary resigns that office; or
  - (e) becomes prohibited from being a member of the Board by reason of any order made under the Act; or
  - (f) ceases to be a member of the Club; or
  - (g) fails to declare the nature of the person's interest in a contract or office or

property as provided by and in accordance with the Act and these Articles; or

- (h) becomes an employee of the Club.
52. If the position of any office becomes vacant the Board shall within three months of the vacancy arising appoint any eligible member to the Board to fill that vacancy. The person so appointed shall hold office only until the election of members of the Board at the following Annual General Meeting.

## **GENERAL MEETINGS**

53. 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.
54. The Board may whenever it thinks fit convene a General Meeting. The Board must call and arrange to hold a General Meeting on the written request of members with at least five (5) per cent of the votes that may be cast at the General Meeting. The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club. The following provisions shall apply to the request:
- (a) The request shall state any resolution to be proposed at the meeting; and
  - (b) the request is to be signed by the members making the request; and
  - (c) the request is to be given to the Club by depositing it at the Registered Office of the Club; and
  - (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; and
  - (e) the Board must call the meeting within twenty-one (21) days after the request is given to the Club and the meeting is to be held not later than two (2) months after the request is given to the Club; and
  - (f) if the Board does not within twenty-one (21) days from the date of the request being so given duly proceed to convene the meeting to be held the requisitionists or any of them constituting more than fifty (50) per cent of the requisitionists may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of such request being given; and
  - (g) 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 a copy of the Register without charge; and
  - (h) in the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act; and

- (i) any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which General Meetings are convened by the Board; and
- (j) the Club must pay the reasonable expenses the members incurred in calling the meeting because the Directors failed to call and arrange to hold the meeting.

55. Subject to the provisions of the Act relating to Special Resolutions twenty one (21) days notice specifying the place, day and hour of the meeting, and in case of special business, the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Australian Securities Commission declares proceedings at the meeting invalid. The notice shall also be given to all Directors and to the Club's auditor.

### **PROCEEDINGS AT GENERAL MEETINGS**

56. (a) The business of the Annual General Meeting shall be as follows:
- (i) To confirm the Minutes of the previous Annual General Meeting.
  - (ii) To receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act, including the reports of the Board, the Balance Sheet, Income and Expenditure Account and the report of the Auditor or Auditors.
  - (iii) To elect persons to the vacancies on the Board caused by the operation of the triennial rule referred to in Article 37(b).
  - (iv) Subject to the Act to appoint an Auditor or Auditors.
  - (v) To deal with any business of which due notice has been given.
  - (vi) If the meeting so approves, to deal with any other business of which due notice has not been given.
- (b) All business and notices of motion to be dealt with at the Annual General Meeting shall be lodged with the Secretary at least twenty-one (21) days prior to the date of the meeting.
- (c) The Board shall give to members of the Club entitled to have notice of the next General or Annual General Meeting sent to them:
- (i) Notice of any resolution that may properly be moved and is intended to be moved at that meeting; and
  - (ii) any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.



- (d) The Board shall not be bound to give to the members notice of any resolution or circulate to the members any statement unless the notice of such resolution is lodged with the Secretary:
  - (i) In the case of a resolution to be proposed as a Special Resolution - not less than two (2) months before the meeting;
  - (ii) in the case of any other resolution - not less than two (2) months before the meeting.
- (e) A request may be made by five (5) per cent of the members who are entitled to vote at a General Meeting for the Club to give all of 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.

If the meeting that the request relates to is the Club's Annual General Meeting, the statement may relate to the management of the Club or the conduct of the audit and the preparation of the Auditors Report.

- 57. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall not be less than twenty (20) Life and Ordinary members.
- 58. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall 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 but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present, the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 59. The President shall be entitled to preside as Chairman at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice-President shall act as Chairman. If the Vice-President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act the Club Captain shall act as Chairman but if the Club Captain is not present or is unwilling or unable to act, then a member of the Board or a Life or Ordinary member of the Club as the meeting shall determine shall act as Chairman.
- 60. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members). Every member when eligible to vote shall have both on a show of hands and on the taking of a poll one vote and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall have a second or casting vote.
  - (b) A person shall not:
    - (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
    - (ii) vote at any election including an election of a member or of the Board,

as the proxy of another person.

61. At any General Meeting (unless a poll is demanded) a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect 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.
62. (a) 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 chairman of the meeting 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 chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
63. The chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
64. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.
- (a) The chairman of an 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 representative is at the meeting the chairman of an Annual General Meeting must allow reasonable opportunity for the members as a whole at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditors Report.

## **ACCOUNTS AND AUDIT**

65. 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*.
66. 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.
67. (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 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; and
  - (ii) the Directors' report; and
  - (iii) the Auditors' report on the financial report.
- (c) The Directors' report referred to in paragraph (a) of this Article 67 shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates.

68. The financial year of the Club shall commence on the first day of July and end on the last day of June or shall be such other period as, having regard to the Act, the Board may determine.
69. Auditors shall be appointed, and their duties regulated in accordance with the Act, and their remuneration shall be fixed by the Board.

### **SECRETARY**

70. At any time there shall be one, but not more than one, Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the *Registered Clubs Act*.

### **SEAL**

71. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

### **NOTICES**

72. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles. A notice may be given by the Club to any member by being sent to the facsimile number or electronic address of the member recorded for that member in the register of members.
73. Where a notice is sent by post then it is taken to be given three days after it is posted. If notice is by facsimile or sent electronically then it is taken that it is given on the business day after it was sent.
- 73A. If a Special Resolution is to be proposed at any meeting, then it must clearly set out in the notice of that meeting that it is intended to pass that resolution as a Special Resolution.

## **INDEMNITY TO OFFICERS**

74. (a) Every officer (as defined in Section 9 of the Act) of the Club and every auditor 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 or auditor 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 cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

## **GENERAL**

75. These Articles of Association shall be read and construed subject to the provisions of the *Registered Clubs Act* and to the extent to which any of the provisions in these Articles are inconsistent therewith and might prevent the Club remaining registered under the provisions of the said Act they shall be inoperative and have no effect.
- 75A. The Club must send copies of minutes of General Meetings (excluding Board Meetings) if requested to do so by a member within fourteen (14) days of receipt of such request or within fourteen (14) days of the member making payment for the copies if the Club requires such payment to be made.

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