

# CAMMERAY GOLF CLUB



## CONSTITUTION

### CORPORATIONS ACT

A Public Company Limited by Guarantee  
and not having a Share Capital

### CONSTITUTION

of

### CAMMERAY GOLF CLUB LIMITED

ABN 80 000 966 870

Revised 30 April 2023

## Constitution

REVISED 30 APRIL 2023

### CONSTITUTION

#### Name

1. A Public Company Limited by Guarantee and not having a Share Capital

#### Definitions

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

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

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

“By-laws” shall mean by-laws made by the Club from time to time in accordance with these Rules.

“the Club” means the Cammeray Golf Club Limited.

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

“Constitution” means and includes these Rules.

“Director Identification Number” means a number issued to a person pursuant to section 1272 of the Act.

“Member” means members of the Club in the categories established by Rule 18.

“General Meeting” includes Annual General Meeting.

“Notice” means notice in writing by letter, facsimile, other written means of communication, or by email.

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

“poll” means a ballot in which voters express their choice in writing.

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

“Office Bearer” means a Member holding the Board position of President, Vice President, Treasurer or Club Captain.

“Ordinary Member” means a Member of the Club other than a Life Member, Honorary Member or Temporary Member of the Club.

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“the Registered Clubs Act” means the Registered Clubs Act 1976 and any Act amending or replacing same. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

“Rules” means this Constitution as amended from time to time and any By-laws made by the Club from time to time.

“Special Resolution” has the meaning assigned thereto by the Act.

- (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 his or her subscription or any part thereof payable on that date remains unpaid; or
  - (ii) If any money (other than subscription) owing by him or her to the Club has remained unpaid at the expiration of 14 days from service on him or her of a notice from the Club requiring payment thereof; and
  - (iii) in either case he or she shall be and remain unfinancial until payment in full of the amount owing.

### Interpretation

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

### Preliminary

4. All replaceable Rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
5. The Club is established for the purposes set out in this Constitution.
- 6.
- (a) The Club shall be a company limited by guarantee.
  - (b) Subject to the provisions of the Registered Clubs Act, a Member of the Club, whether or not he or she is a member of the governing body 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 of the Club provided always that nothing in these Rules will prevent a Member from deriving a profit, benefit or advantage from dealings reasonably carried out, or contracts reasonably made with the Club in the ordinary course of its lawful business.
  - (c) The General Manager or any employee or a Member of the Board or of any committee of the Club shall not be entitled under this Constitution or 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, sold or disposed of by the Club.

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 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 the Registered Clubs Act.
  - (b) The Club shall not permit a person under the age of 18 years to use or operate poker machines on Club premises.
  - (c) The Club shall not sell liquor to a person under the age of 18 years.

### Objects

8. The objects for which the Club is established are:
  - (a) To provide golf links with all accessories necessary for golf links, and such other grounds to be used for recreation purposes as may be determined upon by the Club in the County of Cumberland in the State of New South Wales and also to provide a Club House as may be considered necessary for Club purposes.
  - (b) To promote the game of golf, and other athletic sports and pastimes.
  - (c) To hold or arrange golf or other matches or competitions and to offer and grant or contribute towards the provision of prizes, awards and distinctions.
  - (d) To subscribe to, become a Member of, and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of this Club.
  - (e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by persons frequenting the Club's golf links and other grounds.
  - (f) To purchase, take on, lease or otherwise acquire any land, buildings, easements or property, real or personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.
  - (g) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
  - (h) To borrow or raise and secure the payment of money in such manner as the Club shall think fit and in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
  - (i) To sell and dispose of, or to let and demise, any land or other property belonging to the Club for such consideration and upon such terms and conditions as the Club may think fit.
  - (j) To invest and deal with the moneys of the Club not immediately required in such manner as the Committee may from time to time determine.
  - (k) To do all things as are incidental or conducive to the attainment of the above objects or any of them.

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9. The income and property of the Club, whence so ever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or howsoever by way of profit to the members of the Club. Provided that nothing shall prevent the payment, in good faith, of remuneration to any Board member or employee of the Club, or to any Member of the Club or other person in return for any service actually rendered to the Club. PROVIDED FURTHER THAT no Member of the Board of the Club shall be appointed to any salaried office of 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 the Board in respect of his/her position on the Board save with the approval of the Board, and if permitted by and upon satisfaction of any requirements of the Act or the Registered Clubs Act.

### Winding Up

10. The liability of the members is limited.
11. Every Member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he or she is a Member or within one year afterwards for payment of the debts and liabilities of the Club, contracted before the time at which he or she ceases to be a Member and of the costs charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding three dollars (\$3.00).
12. If, upon the winding up or dissolution of the Club, there remains after 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 those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club, under or by virtue of this constitution hereof, such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### Membership

- 13.
- (a) The number of Full Members of the Club shall not 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 except as a Junior Member as described in Rules 15 and 18 (d).
  - (c) No Member of the Club shall be an employee of the Club except for the General Manager or any other person as approved by the Board.
  - (d) Every Member shall be deemed to agree to be bound by this Constitution and all By-Laws and the payment of the Annual Subscription (or in the case of a Member who is not liable for payment of an Annual Subscription then the acceptance of Membership by him) shall be conclusive evidence of such agreement.
  - (e) The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
14. A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member or Temporary Member.

15.

- (a) Ordinary Memberships of the Club shall consist of the following classes:
- (i) Legacy Members
  - (ii) Alumni Members
  - (iii) Playing Members (Competitions)
  - (iv) Casual Playing Members
  - (v) Junior Members
  - (vi) Absentee Members
  - (vii) House Members
- (b) Subject to Rule 13(e) persons who at the date of the resolution adopting these articles are or will be entered in the register of members appearing in the class appearing in the left hand column headed "Present Class" shall be transferred on and from the 1st of July 2023 to the corresponding class of Member appearing hereunder in the right hand column headed "New Class"

Present Class	New Class
7 Day Member	Legacy Member
6 Day Member	Legacy Member
Senior Member	Legacy Member
Junior Member	Junior Member
Intermediate Member	Legacy Member
Country Member	Absentee Member
Honorary Member	Honorary Member
House Member	House Member
Non Playing Member	Absentee Member
Life Member	Life Member

- (c) Any playing Member or Junior Member who has held one of those classes of membership during the Member's current period of continuous membership, who wishes to alter the class of membership to which the Member is transferred under Rule 28, may apply in writing within 28 days of the adoption of these Articles. A Member notifying the General Manager under this Rule shall receive the transfer at no additional entrance fee to the category of membership of the Member's choice.
- (d) The Board from time to time may limit the number of members in each category.
- (e) The Board has the power to add a new class to the classes of Ordinary Membership so long as eligibility, rights and benefits of such new Class do not disadvantage Members in existing classes of Ordinary Membership.

16. All classes of membership are open to both sexes.
17. All persons who at the date of the Special Resolution adopting this Constitution are entered as members in the various classes of membership in the Club's Register of members shall from that date continue as members in those respective classes of membership, and the provisions of Rules with respect to increases and decreases in an annual subscription shall apply.

### Eligibility for various classes of Ordinary Membership

18. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary Membership are:
  - (a) Legacy Members shall be:

Any 7 Day Member, 6 Day Member, Senior Member, Intermediate Member or Country Member who was a Financial Member during both 2022 and 2023 or any Junior Member during both 2022 and 2023 who attains the age of eighteen (18) years.

No Member, other than a Junior Member during 2022 and 2023 who attains the age of eighteen (18) years, shall be admitted to Legacy Membership.
  - (b) Alumni Members shall be:

Any former 7 Day Member, 6 Day Member, Senior Member, Intermediate Member or Country Member who was a Financial Member during at least one full calendar year (1 January XX to 31 December XX) during any one of 2019, 2020, 2021 or 2022.

No Member shall be admitted to Alumni Membership after 30 September 2023.
  - (c) Playing Members (Competitions) shall be:

Persons over 18 years of age and who are admitted as a Playing Member (Competitions) or transferred by the Board from another class of Membership to Playing Membership.
  - (d) Casual Playing Members shall be:

Persons over 18 years of age and who are admitted as a Casual Playing Member or transferred by the Board from another category of Ordinary Membership to this category.
  - (e) Junior Members shall be:

Persons under 18 years of age who are elected by the Board as Junior Members or transferred by the Board from another category of Ordinary Membership to this category.
  - (f) Absentee Members shall be:

Any Member of the Club leaving Sydney, the state of New South Wales, or suffering a debilitating illness, and being unable to play for any period not being less than nine months may on application and with the approval of the membership Committee, General Manager or the Board be transferred to the Absentee Members List.
  - (g) House Members shall be:

Persons over the age of eighteen (18) years who are admitted to the Club as such or who after that admission become House Members and who have made application for membership of the Club in accordance with this Constitution and have been duly admitted.

### Life Membership

19.

- (a) Any Member who has been a Member (in any class or classes of membership) of the Club for a continuous period of ten (10) years or more and who has served the Club with outstanding and high distinction over a long period of time may on the recommendation of the Board be elected to Life Membership by the members by Special Resolution by a seventy-five per cent majority of those members voting.
- (b) A Life Member shall be entitled to all privileges of Legacy Membership without payment of any annual subscription.
- (c) There shall be no more than four (4) living Life Members of the Club at any one time.

### Rights of Members

20. Every Member of the Club (with the exception of Casual Playing Members, Junior Members under the age of eighteen and House Members) shall be entitled to be present at any General Meeting of the Club.

The only Members entitled to take part in debate and vote at General Meetings shall be Life Members, Legacy Members, Alumni Members, Playing Members (Competitions), and Junior Members who have attained the age of 18 on or before the date of the General Meeting.

21. Alumni Members, Playing Members (Competitions), Junior Members and Absentee Members shall be subject to such playing and other restrictions the Board may from time to time determine.

22. Non-Playing Members shall be subject to such rights, conditions and restrictions as to the use of the Clubhouse and its amenities as the Board may from time to time impose.

House Members shall have no playing rights and shall be subject to such rights, conditions and restrictions as to the use of the Clubhouse and its amenities as the Board may from time to time impose.

23. Each Member who is entitled to vote has one (1) vote.

24. The rights of Members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

### Honorary Members

25. The following persons may, in accordance with the procedures established by the Board from time to time be made Honorary Members of the Club:

- (a) any prominent citizen or local dignitary visiting the Club for some special occasion;
- (b) a patron or patrons as provided in Rule 39;
- (c) any person who has rendered outstanding services to the Club or who holds or has held a position prominent in the Club, sporting or business fraternity.

An Honorary Member shall be entitled only to the social privileges of the Club and to play golf and such other games, recreations and pastimes as are determined by the Board from time to time.

Honorary Members may be relieved of any obligation or liability with respect to the payment of Entrance Fees and/or subscriptions.



The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason thereof.

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 Membership

26. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:

- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
- (b) A Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
- (c) A Full Member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board or a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
- (d) Any interstate or overseas visitor

27.

- (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (c) Temporary Members shall not be permitted to introduce guests into the Club other than a minor in accordance with the Rules.
- (d) The General Manager, President, Vice President, Captain, Vice Captain and Treasurer or senior employee then on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore;
- (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 Rule 31) 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;
  - (v) the signature of the Temporary Member

### Transfer of Membership

28. The Board, at its discretion, may on the written application of a Member, transfer that Member from any class of Ordinary membership to another class of Ordinary membership. A Member transferring membership classification under this Rule will be liable for any increase in the annual subscription applicable to the classification to which the Member is transferring, pro-rated to the remaining balance of the relevant membership year. If the subscription applicable to the new classification is lower than that applicable to the Member's former classification, the Board in its discretion may grant the Member a refund of any subscription already paid by the Member, pro-rated to the remaining balance of the relevant membership year.
29. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any Member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

### Election of Members

30. A person shall not be admitted as a Member of the Club, other than as an Honorary Member or Temporary Member, unless he or she is elected to membership at a meeting of the Board of the Club, or a duly appointed membership committee of the Club, the names of whose members present and voting at that meeting are recorded by the General Manager of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
- 31.
- (a) Every candidate for Club Membership shall complete a nomination form which shall be in a form (including electronic) and containing such particulars as are from time to time prescribed by the Board, including the full name, address, birth date and occupation of the candidate and a statement that the candidate, if admitted, agrees to be bound by this Constitution.
  - (b) The nomination form can be endorsed by a proposer and a seconder who are members (aged 18 years or older) of the Club or by the General Manager (or one of his or her delegates).
32. [BLANK]
- 33.
- (a) When a person has been elected to membership the General Manager shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription the person shall become a Member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided, the Board may at its discretion cancel its election of the person to membership of the Club.

- (b) A copy of the Club's Constitution shall be supplied to a Member on request being made to the General Manager of the Club and if demanded by the General Manager on payment of any fee that may be prescribed by the Act or by regulation.

### Entrance Fees, Annual Subscriptions and Levies

34.

- (a) Subject to these Rules the entrance fee payable by each class of Member shall be determined from time to time by the Board which is empowered to suspend, vary or extend the type of payment of, increase or reduce in its discretion the entrance fee to be paid by any particular class or classes of membership.
- (b) The Annual Subscription payable by each class of membership shall be determined each year by the Board, subject to any minimum fee requirements prescribed by the Registered Clubs Act from time to time.
- (c) The Board of Directors shall be entitled to collect from Members any Goods and Services Tax which may arise from the making of any "taxable supply" as that term is defined in the A New Tax System (Goods and Services Tax) Act 1999 (Cwth), by the Club to a Member.

35. Legacy Members' subscriptions shall be due and payable by 1 January in each year.

Alumni Members' subscriptions shall be due and payable by 1 July (or the anniversary date of the course reopening in 2023, if later) in each year.

All other Members' subscriptions shall be due and payable on the first day of the month following their admission to Membership in each year.

The Board shall have the power to put in place other periods of system payments as it sees fit.

36. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay a pro rata subscription based on the remaining portion of the financial year of the category to which he or she has been elected.

37.

- (a) If the entrance fee or subscription of any Member shall not be paid within a period of fourteen (14) days from the date upon which it shall fall due for payment the General Manager shall give to the Member in default (fourteen (14) days written notice within which, such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting Member shall from that date be debarred from all privileges of membership of the Club.
- (b) The Board may by resolution remove any person from membership of the Club if he or she has not paid his or her annual subscription in accordance with the above provisions within three (3) months of the due date for payment and in this regard the provisions of Rule 43 will not apply.

38. Subject to Rule 34, charges and/or levies on Ordinary members in addition to the entrance and subscription fees in Rule 34 may only be made by a General Meeting of the members which is called to consider a recommendation of the Member. Members will pay charges and or levies as required from time to time following approval thereof under this Rule. Any Member who does not pay a charge or levy within the time required under its terms will be non-financial.

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### Patrons

39. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to this Constitution shall remain Honorary Members while they remain a Patron.

### Addresses of Members

40. A Member must advise the General Manager of any change in address and other contact details including email addresses and mobile phone numbers.

### Register of Members and Guests

41. 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, if he or she is an Ordinary Member the date on which he or she last paid the annual fee for membership of the Club.
  - (b) A register of persons who are Honorary Members or Temporary Members other than Temporary Members referred to in Rule 26(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 eighteen (18) years who enter the premises of the Club as guests of members.

### Disciplinary Proceedings

- 42.
- (a) If any Member shall willfully refuse or neglect to comply with any of the provisions of this Constitution or any By-laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a Member or which shall render the Member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such Member and to have recorded in the register of members that the person has ceased to be a Member of the Club provided that:
    - (i) Such Member shall be notified of any charge against the Member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a registered letter posted to the Member's last known address, or sent to the Member's email address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
    - (ii) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge. The Member shall be entitled to call any witnesses in his or her defense and cross-examine any witnesses.
    - (iii) If the Member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the Member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the Member charged.

- (iv) After the Board has considered all the evidence put against the Member, it must come to a decision as to the facts of the matter. The Board must inform the Member prior to considering any penalty.
  - (v) The Member charged must be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the Member has been found guilty.
  - (vi) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a Member shall be deemed to be passed unless a majority of not less than two-thirds of the members of the Board present in person vote in favour of such motion.
  - (vii) The Board may convene, conduct, hear and adjudicate upon hearings of charges against members in such manner as it reasonably thinks fit and may hear and/or consider such oral or documentary evidence as it thinks relevant. The Board will not be bound by legal rules of evidence.
  - (viii) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
  - (ix) The Board may order the refund of any annual subscription fee or part thereof if paid by a Member in respect to the current financial year in which the Member is expelled or suspended.
- (b) In the event that a notice of charge is issued to a Member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 42 the Board shall have power to suspend that Member from all rights and privileges as a Member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the Member concerned.
- (c) In accordance with Section 67A of the Registered Clubs act the General Manager or subject to paragraph (e) of this Rule 42 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any Member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purpose of prostitution, engages or uses any part of the premises of the Club, or;
  - (iii) whose presence on the premises of the Club renders the Club or the General Manager liable to a penalty under the Registered Clubs Act; or
  - (iv) who hawks, peddles, or sells any good 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 General Manager suspects of being a prohibited drug or prohibited plant.
- (d) If pursuant to paragraph (c) of this Rule 42 a person (including a Member) has been refused admission to, or has been turned out of, the premises of the Club, the General Manager of the Club or (subject to paragraph (e) of this Rule 42) an employee of the Club, may on that day, 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.

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- (e) Without limiting the provisions of Section 67A of the Registered Clubs Act the employee who under this Constitution is entitled to exercise the powers set out in this Rule shall be:
  - (i) in the absence of the General Manager from the premises of the Club the senior employee then on duty; and
  - (ii) any employee authorised in writing by the General Manager to exercise such power.
- (f) The General Manager or other senior employee of the Club who has exercised the power referred to in paragraph (c) of this rule must make a written report to the Board within seven (7) days of the date of the refusal to admit or the removal of the Member. The report must state the facts, matters and circumstances giving rise to the removal and/or the refusal to admit the Member into the Club.

### Resignation and Cessation of Membership

43.

- (a) A Member may at any time by giving notice in writing to the General Manager resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the General Manager.
- (b) Every person ceasing to be a Member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a Member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his or her membership of the Club and any other moneys due by him or her at the date of cessation of his or her membership of the Club or for which he or she is or may become liable under this Constitution.
- (c) Any Member who has resigned and within three (3) years of resignation, consequently makes application to rejoin the Club shall be required to pay an entrance fee equal to the difference in entrance fees applicable at the date of rejoining and the date of resignation.

### Guests

44.

- (a) All members (other than Junior Members under the age of eighteen (18) years 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 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 or expelled from the Club pursuant to Rule 42.
- (c) Members shall take all reasonable steps to ensure that their guests comply with all By-laws, house rules and other standards of conduct required of members while on the property or premises of the Club.
- (d) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) 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.

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- (f) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry in the Register of Guests in respect of that guest.
45. A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that temporary Member;
  - (b) who does not remain on the Club premises any longer than that Temporary Member;
  - (c) in relation to whom the Member is a responsible adult
46. For the purposes of Rule 45 'responsible adult' means a person of or over the age of 18 years who, in relation to a minor belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor's spouse on a permanent and domestic basis.
  - (c) a person who for the time being has parental responsibility of the minor.

### Board of Directors

- 47.
- (a) The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors of the Club consisting of nine (9) members, who shall be elected annually in accordance with this Constitution. The Board shall consist of a President, a Vice President, a Captain, a Treasurer and five (5) other members;
  - (b) Financial Legacy Members, Alumni Members, Playing Members (Competitions) and Life Members only shall be entitled to take part in the management of the Club and to stand for or be elected to any office of the Board of Directors of the Club;
  - (c) No Member shall be elected to the position of an Office Bearer unless such Member is a Legacy Member, Alumni Member, Playing Member (Competitions) or Life Member for a continuing period (in any combination of membership classification) of two (2) years;
  - (d) No Legacy Member, Alumni Member, Playing Member (Competitions), or Life Member shall be eligible to stand for or be elected to the Board of the Club unless he or she has been a Member of the Club for a period amounting in the aggregate of one year or more as a Legacy Member, Alumni Member, Playing Member (Competitions), or Life Member.
  - (e) No Member of the Club who is also an employee of the Club, or a contractor with an established written agreement to supply to services to the Club on a regular basis, shall be eligible to be elected to the Board of Directors.
  - (f) A Member shall not be entitled to be declared elected or appointed to the Board if he or she does not have a Director Identification Number by the date of his or her proposed election or appointment to the Board.



48.

- (a) A Member is eligible to vote at an election of the Board if the Member is a Life Member, Legacy Member, Alumni Member, Playing Member (Competitions), or Junior Member who has attained the age of eighteen (18) years, or Senior Member and is financial.
- (b) The procedure for election of the Board will be as follows:
  - (i) the Board will be elected by a postal ballot and the results of such ballot will be announced at the annual general meeting in accordance with the provisions of this Rule;
  - (ii) the Board will determine the time and place for the annual general meeting and will, not less than 56 days prior to the date fixed for the annual general meeting, place a notice showing the relevant time and place and explaining the procedure for the nomination of Officer Bearers and Directors on the Club Notice Board.
  - (iii) in addition, not less than 56 days prior to the date fixed for the annual general meeting, the Board will notify those Members entitled to vote in the election of the Board that nominations are required for the offices of President, Vice President, Treasurer and Club Captain (the "Office Bearers") and for five (5) other directors;
  - (iv) nominations for the Office Bearers and other directors must be signed and seconded by Members entitled to vote in the election of the Board and must be accepted, signed and dated by the nominee in the following terms:

"I....., having been nominated to the position of Director/President/Vice-President/ Treasurer/Club Captain\*, accept the nomination.

In the case where I have been nominated for the position of President/Vice-President/Treasurer/Club Captain\* I would/would not\* accept a position on the Board as a Director (non-Office Bearer) if I am not elected to the office for which I have been nominated.

\* Delete whichever is inapplicable.
  - (v) Members may nominate themselves, but must have their nominations seconded by two other Members entitled to elect the Board.
  - (vi) A Member may not accept a nomination for more than one Office Bearer position on the Board. If a Member accepts a nomination for more than one Office Bearer position the earlier of the nominations shall stand and the latter shall be deemed invalid and will not be considered. If the dates on each such acceptance are the same, the Board will consult with the nominee and will determine which nomination is to stand.
  - (vii) Nominations for election to the Board, duly signed, seconded, accepted and dated, together with a resume of the nominee being no longer than three hundred (300) words and which must include the age of the nominee, must be placed in the Club ballot box, which shall be placed conspicuously at the clubhouse of the Club, in a sealed envelope, not less than forty two (42) days prior to the date fixed for the annual general meeting. Any nominations not duly signed, seconded, accepted, accompanied by a resume or placed in a sealed envelope in the Club's ballot box as provided in this Rule will be invalid and may not be considered.



- (viii) The Board shall notify the members entitled to elect the Board in writing of the nominations for positions on the Board (and any positions for which only one or no nomination has been received) by posting (by ordinary prepaid post) such notice to them not later than twenty eight (28) days prior to the date fixed for the annual general meeting. The notice under this Rule shall contain the ballot papers, a voting envelope that is marked with the Member's membership number, voting instructions and copies of the resumes of each nominee for election to the Board.
  - (ix) If there is only one nomination for the office of President, the nominee will be deemed duly elected (unopposed) to that position.
  - (x) If there is only one nomination for the office of Vice-President, the nominee will be deemed duly elected (unopposed) to that position.
  - (xi) If there is only one nomination for the office of Treasurer, the nominee will be deemed duly elected (unopposed) to that position.
  - (xii) If there is only one nomination for the office of Club Captain, the nominee will be deemed duly elected (unopposed) to that position.
- (c) Voting for contested positions on the Board shall be in accordance with the following procedure:
- (i) The ballot paper will list all persons nominated for the contested positions of Office Bearers. Where only one or no nomination for a position as an Office Bearer was received that position shall not be shown on the ballot paper.
  - (ii) The voter will signify his or her preferences for each of the contested Office Bearer positions, by placing a tick alongside the preferred candidate's name.
  - (iii) The successful candidate for each contested Office Bearer position will be the Member who receives the greatest number of votes.
  - (iv) The ballot paper will also contain a list of all those members who were nominated for a position on the Board as a director but not as an Office Bearer, together with all those who were nominated for a position as an Office Bearer but who indicated in their nomination acceptances that they would stand for election to the Board as a director (non-Office Bearer) if not elected as an Office Bearer. Any Member who has been elected unopposed as an Office Bearer will not be included in this list.
  - (v) The voter will signify his or her preferences for the candidates standing for election to the Board as a director (non-Office Bearer) by placing a number (with the number one (1) signifying the highest preference) alongside the name of each of the seven most preferred candidates. A candidate who receives a vote marked "1" will receive seven (7) voting points. A candidate who receives a vote marked "2" will receive six (6) voting points. A candidate who receives a vote marked "3" will receive five (5) voting points. A candidate who receives a vote marked "4" will receive four (4) voting points. A candidate who receives a vote marked "5" will receive three (3) voting points. A candidate who receives a vote marked "6" will receive two (2) voting points. A candidate who receives a vote marked "7" will receive one (1) voting point.
  - (vi) The successful candidates for each position as a director (non Office Bearer) will be those five candidates with the five highest tallies of voting points, not including any candidate who has been elected to the position of an Office Bearer.
  - (vii) A nominee for a position on the Board may withdraw the nomination by notice in writing to the General Manager received by the General Manager no later than the date/time prescribed in these Rules for the closing of voting. Any votes received for that nominee shall be excluded from the vote count.

- (viii) All votes must be sealed in the numbered envelope provided and received by the General Manager or placed in the Club ballot box on or before 5.00pm on the date which is seven days prior to the date fixed for the annual general meeting. Votes received after that date or not in the numbered envelope will be invalid and will not be considered.
  - (ix) The ballot box will be removed by the Club's General Manager at 5.00pm on the date which is seven days prior to the date fixed for the annual general meeting.
  - (x) Prior to the annual general meeting the Club's General Manager shall count the votes in the presence of two scrutineers who may or may not be Members of the Club.
  - (xi) The election results will be announced at the annual general meeting by the chair of that meeting.
  - (xii) If there are no nominations for an Office Bearer position on the Board, the chair will at the annual general meeting call for nominations from the floor whereupon the members present may nominate a Member. If the nominee is present and accepts, that person will be deemed elected without further vote.
  - (xiii) If the Board elect is not nine (9) strong as required by this Rule 48 the chair will at the annual general meeting call for nominations from the floor whereupon the members present may nominate a Member. If the nominee is present and accepts, that person will be deemed elected without further vote.
- (d) The Club may conduct the ballot by electronic means so long as the process provides for the same level of access, transparency and anonymity as the process outlined above.

49.

- (a) The members of the Board shall remain in office until the conclusion of the next annual general meeting. After which time that they were elected, they shall retire but shall be eligible for re-election.
- (b) No Member currently unfinancial or under suspension shall be elected to office or perform duties as holder of an office or Member of any committee while the Member remains unfinancial or during the period of such suspension.

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

51. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorized to exercise and do and which are not hereby or by law 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 Rules and any By-laws. 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 it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President 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 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 Club's Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The management and control of play and dress on the golf course and in the Clubhouse.
  - (v) The upkeep and control of the golf course.
  - (vi) The control and management of all competitions.
  - (vii) The election of Members.
  - (viii) The conduct of Members.
  - (ix) The privileges to be enjoyed by each category of Members.
  - (x) To make local rules for the course.
  - (xi) The relationship between members and club servants.
  - (xii) And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which by this Constitution are not reserved for decision by the Club in general meeting.
  - (xiii) Subject to the provisions of Rule 42, to enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - (xiv) To set the golf handicaps of all categories of members in accordance with its estimate of their playing ability.
  - (xv) 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 provided that at all times the total mortgages and charges shall not exceed two hundred and fifty thousand dollars (\$250,000.00) without the approval of the members in General Meeting.
  - (xvi) To institute conduct, defend, compound, settle, compromise 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, mediation or other dispute procedure, and to observe and perform the award.
  - (xvii) 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.

- (xviii) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or release such investments.
- (xix) From time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the Club subject to the Act, and raise or secure 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. Subject to the Act, 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.
- (xx) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including land or buildings belonging to the Club and with the sanction of the members in general meeting to lease, exchange or sell with all or any of the lands and buildings of the Club. PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered, without the approval of any relevant authority including but not limited to the Liquor Administration Board.
- (xxi) To appoint, discharge and arrange the duties and powers of the General Manager and to determine the remuneration and terms of employment of such General Manager and to specify and define his or her duties.
- (xxii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (xxiii) To create sections and committees for the conduct, management and control of all or any game 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 and 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 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.
- (xxiv) 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 this Constitution or the Registered Clubs Act) as such and to pay on behalf of the Club Captain fees to any such controlling body or as required by such body.
- (xxv) 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.
- (xxvi) Subject to the general control and supervision of the Board each section shall manage its own affairs (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.

- (xxvii) 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.
  - (xxviii) Any disciplinary action by the section in respect of any Member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
  - (xxix) Any disciplinary action by the section in respect of any members of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
52. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

### **Proceedings of the Board**

53. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business 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 preside at every meeting of the Board or if any meeting he or she is not present or is unwilling or unable to act, the Vice-President shall act as Chairman. If the Vice-President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be five (5) members personally present. The Board may meet by telephone, teleconference or other technological means such that all Board Members are able to communicate simultaneously with all other Board members attending the meeting.
54. The President may at any time and the General Manager upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
55. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the resolution shall fail. Neither any Member of the Board, nor the Chairman shall have a casting vote.
56. 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 this Constitution as the necessary quorum of the Board, the continuing Member or members may act for the purpose of increasing the number of members, of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
57. 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.
58. 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. The resolution will be dated on the date the last Board Member signs it.

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59. No director shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club.
60. Where a director of the Club makes a declaration of interest pursuant to Rule 59 the Board shall cause particulars of the declaration specifying the name of the Board Member who made the declaration and the nature of the interest declared to be exhibited in a conspicuous position on the Club Notice Board for a period of not less than fourteen (14) days. Within one (1) month after each annual general meeting the General Manager of the Club will make and maintain a list of all such particulars so exhibited during the period between the preceding annual general meeting and the most recent annual general meeting.
- 61.
- (a) A director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club;
    - (i) must not vote on the matter;
    - (ii) must not be present while the matter is being considered at the meeting
  - (b) The Board shall not pass a resolution exempting a director from the provisions of paragraph (a) of this Rule.

### Vacancies on Board

62. Subject to the provisions of this constitution the members in General Meeting may by Special Resolution remove any Member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by Special Resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed. Notice of the intention to move a resolution to remove a Member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on or such other time as may from time to time be prescribed by the Act or other law.
63. The office of President, Vice-President, Captain, and Treasurer and a Member of the Board is immediately vacated if that person:
- (a) Becomes insolvent under administration or becomes disqualified from managing any company under the Act and is not given permission to manage the Club under the Act;
  - (b) Is convicted of an offence on indictment;
  - (c) Becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) Is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board and the Board resolves that his or her office be vacated;
  - (e) By notice in writing given to the General Manager resigns from office;
  - (f) Becomes prohibited from being a member of the Board by reason of any order made under the Act, the Liquor Act or the Registered Clubs Act



- (g) Becomes an employee of the Club
- (h) Ceases to be a member entitled to hold office on the Board
- (i) Fails to declare the nature of any interest in a contract or proposed contract with the Club in accordance with the Act
- (j) Fails to declare the nature of any material personal interest in a matter referred to in the Act
- (k) Was not entitled to stand for or be elected or appointed to the Board; or
- (l) Does not hold or ceases to hold a Director Identification Number.

64.

- (a) If a vacancy occurs in the position of President, the Vice-President can be elected by the Board to take his or her position. If a vacancy occurs in the position of Captain, the Board then can elect a Director who is already a Member of the Board to fill the vacant position. The resultant casual vacancy on the Board can be filled by appointment by the Board from eligible members of the Club. Persons elected or appointed to positions pursuant to this sub-clause shall hold office only until the conclusion of the following Annual General Meeting.
- (b) If a vacancy occurs in the position of Vice-President, Treasurer or Ordinary Board Member, the Board shall have the power at any time and from time to time, to appoint any eligible person to the Board to fill the casual vacancy. A person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

### General Meeting

65. 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 four (4) months of the close of the Club's financial year. All meetings other than Annual General Meetings shall be called General Meetings.

66.

- (a) The Board may whenever it considers fit convene a General Meeting of the Club.
- (b) The Board must convene a General Meeting of the Club on the request of members with at least 5% of the votes that may be cast at the General Meeting.

In this Rule 66 the term 'the request' shall mean the request referred to in this paragraph (b).

- (c) The request must:
  - (i) be in writing, and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 28 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.

- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a General Meeting if the Board do not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Rule must be called in the same way – so far as is possible – in which General Meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (h) To call the meeting the Members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the Members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the Members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- (j) Notice of any Special Resolution to be received at the meeting, together with ballot papers for such a poll, shall be sent out to voters qualified to vote at a general meeting as herein provided 28 days before the date fixed for the meeting. Ballot boxes shall be provided at the Clubhouse in the manner prescribed herein for voting at the Annual General Meeting, and votes shall be received until seven days before the date fixed for the general meeting. A scrutineer shall be appointed by the General Manager in the manner prescribed for the Annual General Meeting and he shall announce the result of the poll at the general meeting.
- (k) The Club may conduct the ballot for a Special Resolution by electronic means so long as the process provides for the same level of access, transparency and anonymity as the process outlined above.

### **Proceedings at Annual General Meetings**

67. The business of the Annual General Meeting shall be as follows:

- (a) To confirm the Minutes of the previous Annual General Meeting;
- (b) To receive and consider the reports referred to in Rule 81;
- (c) To receive and announce the results of the election of the Board;
- (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor.

68.

- (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.



### Members' Resolutions

69. A Member's rights to put resolutions at general Meetings shall be in accordance with the Act.

### Auditor's Right to be heard at General Meetings

70.

- (a) The Club's auditor is entitled to attend any General Meeting of the company.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorize a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

71. 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 if convened on the requisition of members shall not be less than thirty (30) members present and entitled to vote and at all General Meetings and at all Annual General Meetings shall not be less than thirty (30) members present and entitled to vote.

72. If within fifteen (15) 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. 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.

73. The President shall be entitled to take the chair 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 Captain shall be Chairman but if the Captain is not present or is unwilling to act then the members of the Club present shall elect a Member of the Board or one of their number to be Chairman of the meeting.

74. Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by at least two (2) members entitled to 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.

75. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and 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.

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- 76.
- (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 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.
77. 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 thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
78. 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.

### Accounts and Audit

79. 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.
80. 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 authorized or permitted by or under the Act to inspect such records.
81. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within three (3) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirty first day of December immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Report of the Club;
  - (b) a copy of the Directors' Report; and
  - (c) a copy of the Auditor's Report on the Financial Report

### Financial Year

82. The financial year of the Club shall commence on the first day of January each year and end on the last day in December or such other period as having regard to the Act, the Board may determine.

### Auditors

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

## CONSTITUTION

### Honorary Treasurer

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

### General Manager

85. The Board must appoint one but no more than one General Manager who is the Chief Executive Officer of the Club.

### Seal

86. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of 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 General Manager or some other person appointed by the Board.

### Notices

87. A notice may be given by the Club to any member either:
- (a) Personally;
  - (b) By sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (c) By sending it to the electronic address (if any) nominated by the member;
  - (d) By sending the member sufficient information (either electronically or in physical form) to allow the member to access the notice electronically.
- 88.
- (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
  - (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
  - (c) Where a notice is personally given to a member in accordance with Rule 87(a), the notice is received on the day that the member is given the notice.
89. If a Member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such Member at the expiration of 24 hours after it is so posted up.

### Indemnity to Officers

90.

- (a) Every person who is or has been an Officer (as defined in the Corporations Law) or Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person;
  - (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
  - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.
- (b) Every person who is an Officer (as defined in the Corporations Law) or an Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an Officer or Auditor of the Club against a liability;
  - (i) incurred by that person as such an Officer which does not arise out of conduct involving a willful breach of duty in relation to the Club or a contravention of sections 232(5) or (6) of the Corporations Law; and
  - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

### Reading of Constitution

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

# CAMMERAY GOLF CLUB

## By-laws

### BY-LAWS

#### **By-law 1 (2001)**

All spending proposals involving sums in excess of \$1,000 must be put as separate motions for decision by the Board, and no spending proposal not so put shall be considered approved merely because a recommendation for such spending was included in the body of a Committee or other minutes which have been approved in general by the Board.

#### **By-law 2 (2002)**

Any Member transferring from a restricted class of membership to Full Member shall pay the difference between the current joining fee applicable to his or her original class of membership at that time and that applicable to full membership.

#### **By-law 3 (2003)**

With effect from May 1, 2003, the procedure for lodging Special Resolutions shall be as follows:

1. In the case of a Special Resolution intended to be submitted to a postal vote associated with an Annual General Meeting, the Special Resolution must be lodged with the General Manager not less than 42 days before the date fixed for the Annual General meeting. The proposal, together with the names of the proposer and seconder and a brief argument in favour of the proposal, shall be displayed on the Club noticeboards from that time until the date fixed for the close of voting. In that time Members who object to the proposal may lodge the short reasons for their objection with the General Manager. Not less than 28 days before the date fixed for the Annual General meeting the General Manager shall send by post copies of the notice of motion, together with the case in favour and a brief statement of any arguments against which have been lodged with the General Manager, and a ballot paper, to all Members entitled to vote. The ballot papers must be returned in the numbered envelopes associated with the Board election ballot papers. They shall be opened and counted at the same time as the Board ballot papers.
2. A Special Resolution intended to be submitted to a postal vote other than one associated with an Annual General Meeting shall be displayed on the Club notice boards for fourteen (14) days. Within ten (10) working days of the expiry of that period, the General Manager shall send by post the notice of motion, the arguments made for and against the motion, and a ballot paper, to all Members entitled to vote. The ballot shall remain open for twenty one (21) days. Votes will be counted within seven days of the close of voting, and results announced by a notice on the Club's notice boards, or at the Board's discretion at a Extraordinary General Meeting.
3. Unless a Special Resolution has received the minuted approval of a majority of the Board at a Board meeting, it must be accompanied by the signatures of thirty (30) Members who are entitled to vote at General Meetings recording their support for the Resolution.

### **By-Law 4 (2003)**

In the case of an equal number of votes for office bearer, or director the following procedure will take place:

- The members attending the AGM will decide the result by secret ballot.

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**Signatures of Subscribers**

**Witness to Signatures**

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DATED this

day of

2023