

CONSTITUTION
of
LONG REEF GOLF CLUB LIMITED
ABN 37 000 043 121



A PUBLIC COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

(Incorporating changes adopted at the Annual General Meeting 27 October 2016)

LONG REEF GOLF CLUB LIMITED

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

CONSTITUTION
of
LONG REEF GOLF CLUB LIMITED
(ABN 37 000 043 121)

NAME AND DEFINITIONS

1. (a) The name of the Company is “Long Reef Golf Club Limited”.
- (b) In this Constitution unless there be something in the subject or context inconsistent therewith:

“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 regulations become binding on the Club shall have the meaning so defined.

“Annual General Meeting” means an annual general meeting of the Members.

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

“By-Laws” means the by-laws of the Club made pursuant to clause 44(b) of this Constitution.

“Club” means the above named Company.

“Club Notice Board” means a board designated as such within the Club premises on which notices for the information of Members are posted.

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

“General Manager” includes any person who is appointed as General Manager by the Board or any person appointed as Secretary, Secretary Manager or a Chief Executive Officer to perform the duties of the General Manager under the Constitution or the By-Laws.

“General Meeting” means a general meeting of the Members

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

“Month” means calendar month.

“Members” means the members of the Club divided into the classes of membership set out in clauses 11 and 12.

“Officers” include the persons elected to the positions of President, Vice President, Captain, Vice-Captain, Treasurer and Secretary and members of the Board but does not include the Auditor,

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

“Playing Membership” means any class of membership which gives a Member golf playing rights, except Retention Plus and Easygolf Members.

“Provisional Member” has the meaning assigned in clause 19(a).

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

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

- (c) A Member shall be deemed not 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 14 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 by the Member to the Club has remained unpaid at the expiration of 14 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.
2. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Constitution or on any By-Laws or on any matter arising thereout, 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.
4. **OBJECTS** The objects for which the Company is established are:
- (a) To acquire and take over all or any of the assets and liabilities of the present unincorporated body known as “Long Reef Golf Club.”
 - (b) To establish maintain and provide golf links, lawn tennis courts bowling greens and such other grounds to be used for recreation purposes as may be determined upon by the Company in the County of Cumberland in the State of New South Wales and also to provide a club house to contain accommodation for ladies and gentlemen and to contain chess and billiard rooms and such other rooms as may be considered necessary for Club purposes.
 - (c) To promote the games of golf, lawn tennis, bowls and other athletic sports and pastimes.
 - (d) 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,
 - (e) To hold concerts dances and other social events to make charges for admission thereto and to charge for the use thereof.

- (f) 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 Company
- (g) To buy sell hire and deal in all kinds of apparatus and all kinds of provisions liquid and solid (other than intoxicating liquors until such times as the Company shall have a licence for the purpose of selling same) required by persons frequenting the Company's links and other grounds.
- (h) To purchase or otherwise apply for the licence under the liquor acts of New South Wales for the purposes of selling intoxicating liquor.
- (i) To purchase hire take on lease or otherwise acquire any land buildings easements or property real or personal which maybe requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Company
- (j) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (k) To borrow or raise and secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase redeem or pay off any such securities.
- (l) To sell hire and dispose of or let and demise any land or other property belonging to the Company for such consideration and upon such terms and conditions as the Company may think fit.
- (m) To invest and deal with the moneys of the Club not immediately required in such manner as the Company may from time to time determine.

5. The Club shall be a non-proprietary club.

REGISTERED CLUBS ACT

6. (a) Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a Member, whether or not he/she is a member of the governing body, or of any committee of the Club, shall not be entitled, under the By-Laws or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member.
- (b) 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 By-Laws or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate,
- (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 the By-Laws 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.

7. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the Members.
8. (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 club functions authorisation under Section 23(1) of the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function.
- (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.

MEMBERSHIP

9. (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 other than as a Junior Playing Member or Cadet Member.
10. The persons who at the date of the resolution adopting this Constitution are entered in the records of the Club as Members and such other persons as the Board shall admit to membership in accordance with this Constitution shall be Members of the Club.
11. (a) A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Provisional Member, Honorary Member or Temporary Member.
- (b) Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:
 - 7 Day Members
 - 6 Day Members
 - 5 Day Members
 - Special Members
 - Junior Members
 - Cadet Members
 - Country Members
 - House Members
 - Student Members
 - Corporate Nominee Members
 - Gold Members

Staff Members
Playing Retention Members
Intermediate Members
Chipper Members
Retention Plus Members
Easygolf Members
Overseas Members

(c) In the event the Board determines to add further classes of Ordinary Membership then the Board must specify the requirements for eligibility for each class.

(d) In the event that the Board determines to change the classes of Ordinary Membership, then the Board must procure that this Constitution is amended at the next General Meeting to reflect the changes to the classes and eligibility requirements.

RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

12. 7 Day Members, 6 Day Members, 5 Day Members, Gold Members, Life Members, Playing Retention Members and Intermediate Members shall be the only Members entitled to vote at Annual General Meetings, General Meetings and on the annual election of Members to the Board. Each such Member shall have one vote.
13. The rights of Members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise, subject to the provisions of the Club's lease of the premises.
14. The requirements for eligibility of persons for election to the following classes of membership shall be:
 - (A) **7 Day Members**

Persons who have attained the age of 18 years and who are elected as 7 Day Members of the club or transferred by the Board from another class of Ordinary Membership to 7 Day Membership of the Club.
 - (B) **6 Day Members**

Persons who have attained the age of 18 years and who are elected by the Board or transferred by the Board from another class of Ordinary Membership to 6 Day Membership of the Club.
 - (C) **5 Day Members**

Persons who have attained the age of 18 years and who are elected as 5 Day members of the club or transferred by the Board from another class of Ordinary Membership to 5 Day Membership of the Club.

(D) Special Members

7 Day, 6 Day and 5 Day Members may be granted concession on their annual subscription once they have attained the age of 65 years and have had membership in a playing class or classes of membership for a total of 25 years including the 5 years immediately prior to the Member applying for the concession. The Board will determine from time to time the amount of the concession applicable to each class of special membership provided such concession shall be no more than 50% of the full annual subscription for the applicable class. Further for each Member eligible for special membership the amount of the concession will be for the lowest class of membership the Member held in the 5 years immediately prior to the Member applying for the concession.

(E) Junior Members

Persons under the age of 18 years who are elected as Junior Members of the Club or transferred by the Board from another class of Ordinary Membership to Junior Membership of the Club.

Junior Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or for office or introduce guests to the Club nor shall they have any part in the management of the Club. Junior Members are permitted to use only those licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act is in force and shall not be served with or consume alcohol in the Club, nor play poker machines in the Club.

(F) Cadet Members

Persons under the age of 14 years who are elected by the Board to Cadet Membership of the Club.

Cadet Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or for office or introduce guests to the Club nor shall they have any part in the management of the Club. Cadet Members are permitted to use only those licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act is in force and shall not be served with or consume alcohol in the Club, nor play poker machines in the Club.

(G) Country Members

Country Membership is available to persons who have attained the age of 21 years who reside outside a radius of 100 kilometres from the Sydney GPO for a period of not less than 9 calendar months in each calendar year and who are elected or transferred to membership in this class. From the date of adoption of this Constitution only Members in a current playing class of membership of the Club may apply for Country Membership.

(H) House Members

Persons who are elected as House Members of the Club or transferred by the Board from another class of Ordinary Membership to House Membership of the Club.

(I) **Student Members**

Persons who have attained the age of 18 years who are engaged in full-time study as defined from time to time by the Board at a recognised university, technical college or college of advanced education who are elected by the Board or transferred by the Board to Student membership of the Club. Student Members may be granted concessions to the class of playing membership applicable to the member providing the concession shall be no more than 50% of the full annual subscription for the applicable class.

(J) **Corporate Nominee Members**

A Corporate Nominee Member shall mean a Member who, having been elected a Corporate Nominee Member, may have their entrance fee and annual subscription paid by the corporation or entity which nominated the Member for such membership.

The Board will determine the entrance fee for a Corporate Nominee Member and all other conditions will be contained in an agreement between the Club and the corporation which nominated the Corporate Nominee Member.

(K) **Gold Members**

Gold Members shall be persons who have attained the age of 70 years, who have been Ordinary Members of the Club (or comparable class or classes of membership which existed prior to 1996) for 50 years and who have been transferred to Gold Membership by the Board following application for transfer of membership as permitted by clause 20. Gold Members may be granted the concession of paying the minimum subscription provided for in the Registered Clubs Act and shall continue to have the rights and golfing privileges of the class of membership from which they have been transferred.

(L) **Staff Members**

Persons who are within the following categories:

- (i) the Club Professional;
- (ii) members of the PGA employed by the Club's Professional at the Club;
- (iii) the General Manager;
- (iv) the Course Superintendent; and
- (v) permanent employees of the Club who are elected by the Board of the Club or transferred by the Board to Staff Membership of the Club,

and who are elected by the Board or transferred by the Board to Staff Membership.

(M) **Life Members**

Any Ordinary Member or any other person who has rendered distinguished and valued service to the Club may be elected at any General Meeting as a Life Member of the Club provided that such election is made by ballot and that 1 adverse vote in 4 or part of 4 shall exclude the candidate.

The following conditions shall be observed in the election of all Life Members of the Club:

- (i) Notice of nomination shall be made in writing in the form approved of by the Board and signed by a proposer and seconder and shall be delivered to the Secretary. Only financial 7 Day, 6 Day, 5 Day or Life Members of the Club shall be entitled to propose and second a nomination for election as a Life Member.
- (ii) Such nomination shall be reported to the next Board Meeting after receipt thereof if the Board shall have resolved by majority at such meeting that such nomination be accepted, the nomination form shall be posted by the General Manager on the Club Notice Board for at least 21 days before the ensuing General Meeting at which it shall be submitted to the vote of Members.
- (iii) Upon the request of any member of the Board, all voting at the Board Meeting shall be by secret ballot.

A Life Member shall be relieved of the payment of the annual subscription payable in accordance with this Constitution.

Life Members shall be entitled to all the rights and privileges of a 7 Day Member.

(n) **Playing Retention Members**

Persons who have held a Playing Membership for a minimum of 12 months and who are transferred by the Board from another class of Playing Membership to Playing Retention Membership.

(o) **Intermediate Members**

Intermediate Members means persons between the age of 18 years and 25 years who are elected as Intermediate Members of the Club or transferred by the Board at his or her request from another class of Ordinary Membership to Intermediate Membership of the Club.

Intermediate Members will be divided into 2 categories-

- (i) 18 to 21 years of age
- (ii) 22 to 25 years of age

Intermediate Members shall be entitled to such privileges and obligations as the Board may determine from time to time.

(P) **Chipper Members**

Persons under the age of 12 years who are elected by the Board shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or for office or introduce guests to the Club nor shall they have any part in the management of the Club.

Chipper Members are not entitled to play in Club competition games.

Chipper Members are permitted to use only those licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act is in force and shall not be served with or consume alcohol in the Club, nor play poker machines in the Club.

(Q) **Retention Plus Members**

Persons who have held a Playing Membership for a minimum of 12 months and who are transferred by the Board from another class of Playing Membership or Playing Retention Membership to Retention Plus membership

(R) **Easygolf Members**

Persons who have attained the age of 18 years and who are elected by the Board as Easygolf Members.

Easygolf Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or for office nor shall they have any part in the management of the Club.

The period an Easygolf Member is in this class will not count in determining whether the Member qualifies for Special Membership should the Member subsequently transfer to a playing membership class.

Easygolf members wishing to join a Playing Membership class must apply for Playing Membership and subject to acceptance, pay the entrance fee applicable at the time.

Playing Members are not entitled to transfer to Easygolf Membership

(S) **Overseas Members**

Persons who have attained the age of 18 years and who are elected by the Board for terms of either three (3) or six (6) months after establishing their bona fides by providing proof of address and travel documents.”

Overseas Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or for office nor shall they have any part in the management of the Club.

HONORARY MEMBERS

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

(i) the Patron or Patrons for the time being of the Club.

(ii) any prominent citizen or local dignitary visiting the Club.

16. (a) Honorary Members shall be entitled to the amenities and privileges of the Club as determined by the Board from time to time but shall not be entitled to vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way

(b) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:

(i) the name in full of the Honorary Member;

- (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred;
 - (iv) the date on which Honorary Membership is to cease,
- (c) Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
 - (d) The Board shall have power to cancel the membership of any Honorary Member without notice and without being required to give any reason.

TEMPORARY MEMBERS

17. A person shall not be admitted as a Temporary Member of the Club unless:
- (a) the person is admitted in accordance with the Constitution of the Club; and
 - (b) the person resides more than 5 kilometres from the Club; or
 - (c) the person is a full member of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club; or
 - (d) the person is a full member of another registered club and is attending the Club on any day at the invitation of the Board or of a Full Member to participate in an organised sport or competition to be conducted by the Club on that day.

The person shall be a Temporary Member from the time on that day when the person so attends the premises of the Club until the end of that day and is not required to enter the persons details in the register of Temporary Members.

18. (a) The Board or General Manager shall have power to cancel the Temporary Membership of any person at any time without notice and without assigning any reason,
- (b) The use of the golfing and other facilities of the Club by Temporary Members shall be determined by the Board from time to time.
 - (c) Temporary Members shall not be entitled to attend or vote at any meeting of the Club or to be elected as officers of the Club.
 - (d) The Board will determine from time to time what, if any, entrance fees, fees for membership of the Club and/or fees for the use of the golfing and other facilities of the Club are payable by any Temporary Member,
 - (e) Temporary Members, except for those specified in clause 17(d) above, must complete the particulars required in the Register of Temporary Members on entry to the Club's premises.
 - (f) Temporary Members are not permitted to introduce guests into the Club.

PROVISIONAL MEMBERS

19. (a) Any person who has lodged with the General Manager a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form will become a Provisional Member of the Club while awaiting

the decision of the Board in relation to that person's application for membership of the Club.

- (b) Should a person who is admitted as a Provisional Member not be elected to membership of the Club within 6 weeks from the date of lodging the nomination form with the General Manager or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meetings of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Provisional Membership pursuant to this clause.

TRANSFER OF MEMBERSHIP

- 20. (a) The Board, at its discretion, may on the written application of an Ordinary Member transfer that Ordinary Member from any class of Ordinary Membership to another class of Ordinary Membership. Any Ordinary 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 the Ordinary Member for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for the person's present membership and the entrance and/or annual subscription applicable to the class of membership to which the Ordinary Member desires to be transferred.
- (b) Ordinary Members applying to transfer back to a playing class of membership previously held by the Ordinary Member during the Ordinary Member's current period of continuous membership of the Club shall not be obliged to pay any entrance fee or the difference in any entrance fee applicable to the class of membership for which the Ordinary Member is applying.

ELECTION OF MEMBERS

- 21. 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 whose Members present and voting at that meeting are recorded by the General Manager. The Board may reject any application for membership without assigning any reason for such rejection.
- 22. Every candidate for membership of the Club shall be proposed by one and seconded by another financial Ordinary Member or Life Member.
- 23. (a) In respect of every nomination for membership made pursuant to clause 22 there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution.
- (b) The nomination form shall be signed by the proposer and seconder and the candidate.

- (c) The nomination form shall be lodged with the General Manager who shall cause the name and occupation of the candidate and names of the candidate's proposer and seconder to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least 2 weeks shall elapse between the proposal of a person for election and that person's election.
24. 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), first annual subscription and any other charges such person shall become a Member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within 1 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.
25. A copy of the Constitution and the By-Laws shall be available to a Member on request being made to the General Manager.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

26. Members subscriptions shall be paid annually or if the Board so directs and approves by quarterly or half yearly instalments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
27. The annual subscription and entrance fee (if any) payable by Members shall be determined by the Board each year varying if thought fit for each class of membership provided that the annual subscription payable by an Ordinary Member shall not be reduced below the sum of \$2.00 or such other minimum fee as provided by the Registered Clubs Act 1976.
28. (a) Any person elected to membership within the period of 11 months immediately preceding the end of the Club's financial year in any year shall only be charged a portion of the annual subscription prescribed applicable to the class of membership to which such Member is elected, calculated on the ratio the remaining number of months bears to 12 months.
- (b) In addition to the fee payable for membership of the Club the Board may prescribe an entrance fee which shall be payable upon election to membership to the Club. A former Member may, upon re-election, at the discretion of the Board be relieved from payment of an entrance fee or part thereof.
- (c) The Board may subject to clause 27 and in circumstances it considers exceptional grant a full or partial refund of the entrance fee or the subscription payable by any Member.
29. If the entrance fee or subscription or any part thereof of any Member is not paid on or before the date upon which it is payable the rights conferred on the Member under this Constitution and any By-Laws shall be suspended until such fee or subscription be paid and if it is not paid within a period of 1 month from the date upon which it shall fall due for payment the General Manager shall give to the Member in default 14 day's 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's name shall be removed from the register of Members.

30. The Board shall have power to make charges and levies on Ordinary and Life Members for general or special purposes.

PATRONS

31. The Members in General Meeting may appoint a Patron or Patrons from time to time 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

32. Members shall advise the General Manager of any change in their address.

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 out the name in full, the occupation and address of each Full Member and, if the person is an Ordinary Member the date on which the Member last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Honorary Members. This register shall set out the name in full or the surname and initials and the address of such Honorary Member.
 - (c) A register of persons who are Temporary Members other than Temporary Members referred to in clause 17(d). This register shall set out the name in full and the address of each such Temporary Member and where a Temporary Member has been admitted to membership for a limited period, the dates on which the period commences and ends.
 - (d) 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 above the age of 18 years enters the premises of the Club as the guest of a Member the name in full or the surname amid initials of the given names, and the address of that guest, the date on that day and the signature of that Member provided always if any entry in this register is made on any day in respect of the guest of a Member, it is not necessary for an entry to be made in that register in respect of that guest if he/she subsequently enters the premises of the Club on that day as the guest of that Member

DISCIPLINARY PROCEEDINGS

34. If any Member shall refuse or neglect to comply with any of the provisions of the Constitution or the 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 in the opinion of the Board 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 erase the Member's name from the register of Members provided that:
- (a) Such Member shall be notified of any charge against the Member pursuant to this clause by notice in writing either delivered personally to the Member or by a prepaid letter posted to the Member's last known address at least 7 clear days before the meeting of the Board at which such charge is to be heard.

- (b) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) No motion by the Board to reprimand, suspend or expel a Member shall be deemed to be passed unless a two-thirds majority of the members of the Board present vote in favour of such motion.
 - (d) If the Member does not attend the hearing the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it having regard to any answer made to it in writing by the Member charged.
 - (e) Any decision of the Board of such hearing or any adjournment shall be final and the Board shall not be required to assign any reason for its decision.
 - (f) In the event that a notice of charge is issued to a Member pursuant to clause 34 (a) the President shall have power to suspend that Member from all privileges of the Club until the charge is heard and determined.
35. (a) The General Manager or in the General Manager's absence the senior employee of the Club then on duty ("Senior Employee") shall have the power forthwith to remove and suspend any Member from the premises of the Club:
- (i) who in the opinion of the General Manager or the Senior Employee is then intoxicated, violent, quarrelsome or indecent;
 - (ii) whose presence on the premises of the Club in the opinion of the General Manager or the Senior Employee may render the Club or the General Manager liable to a penalty under the Registered Clubs Act;
- (b) The General Manager or the Senior Employee who has exercised the power referred to in clause 35 (a) shall make a written report to the Board within 7 days of the date of the removal. The report will set out the facts, matters and circumstances giving rise to the removal.
 - (c) Any suspension pursuant to clause 35 (a) shall be for a maximum period of 7 days.
 - (d) The rules of natural justice shall not apply in relation to the exercise of the power referred to in clause 35 (a).

RESIGNATION AND CESSATION OF MEMBERSHIP

36. (a) A Member may at any time by giving notice in writing to the General Manager resign from 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 (whether by resignation, expulsion, being removed from the register of Members, neglecting to pay the entrance or subscription fee or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a Member provided that such person may at the Board's discretion remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other moneys due by that person at the date of cessation of that person's membership of the Club or for which that person is or may become liable under the Constitution.

GUESTS

37. (a) All Members other than Temporary Members shall have the privilege of introducing guests to the Club and 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 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 expelled from the Club for misconduct or non-payment of subscription or fees or who has been suspended by the Board.
- (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 this Constitution 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 Member.
- (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 that guest.

BOARD OF DIRECTORS

38. The Board shall consist of a President, a Vice President, a Captain, a Vice Captain, a Treasurer and up to 4 Ordinary Board members.
39. (a) The Board shall be elected annually in accordance with this Constitution.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but subject to clause 39 (c) shall be eligible for re-election.
- (c) A person may not hold any one of the offices of President, Vice President, Captain or Vice-Captain for more than 5 consecutive years.
- (d) A person shall not be elected to or hold office as a member of the Board unless the member is a Financial 7 Day Member, 6 Day Member, 5 Day Member or Life Member of the Club and further provided that only 7 Day Members and Life Members may be elected or appointed to the office of President, Vice-President, Captain, Vice-Captain or Treasurer.
- (e) No Member currently 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 any suspension.
40. (a) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by 2 financial 7 Day Members; 6 Day Members, 5 Day Members or Life Members and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the General Manager at least 28 days before the date of the Annual General Meeting. The General Manager shall forthwith post notification of such nominations on the Club Notice Board.

- (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 this clause 40 (b) the order of seniority of offices shall be:

Firstly:	President
Secondly:	Vice President
Thirdly:	Captain
Fourthly:	Vice Captain
Fifthly:	Treasurer
Sixthly:	Ordinary Board member

- (c) (i) If the number of candidates nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (ii) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with clause 40 (d).
- (d) If the number of candidates nominated for any office exceeds the number required to be elected, a ballot shall be taken as follows:-
- (i) The Board shall appoint a returning officer and 2 electoral officers (none of whom shall be candidates for election for office) or an external returning officer from a professional electoral organisation, to conduct the Club's elections. The returning officer shall be responsible for conducting the election in accordance with this Constitution.
- (ii) Voting shall commence 14 days prior to the date of the Annual General Meeting and continue for a period of 10 days. Voting shall be available on each of the 10 days for a period of not less than 4 hours per day, at times as determined by resolution of the Board.
- (iii) Candidates shall be elected by the 'first past the post' method. The Board will otherwise determine the method by which the ballot papers are to be completed by Members including:-
- (A) dealing with the possibility of a candidate being elected in a ballot for a more senior office where the candidate has also nominated for a less senior office for which a ballot is also required; and
- (B) ensuring that in the event a ballot is required for Ordinary Board members, voting Members will have the opportunity to vote for all 4 Ordinary Board positions.

- (iv) Members will be provided with a ballot paper authorised by the returning officer or an electoral officer on the production of their membership card and upon signing the election register.
 - (v) Ballots shall be completed immediately in the vicinity of the returning officer or an electoral officer. Completed ballot papers shall be placed in a sealed ballot box. The returning officer will ensure that the ballot box is secure at all times and will keep the voting results confidential until the votes are declared at the Annual General Meeting.
 - (vi) The results of the election will be announced by the returning officer at the Annual General Meeting, with the successful candidates being announced. No voting results will be announced other than the name of the candidate elected.
 - (vii) If there is an equality of votes for one or more candidates for any position, the election shall be determined by the returning officer drawing lots.
 - (viii) The decision of the returning officer as the case may be in respect of all matters relating to the informality of any vote in any ballot shall be final.
 - (ix) Once the election is completed and after a period of time recommended from time to time in guidelines published by Clubs NSW or such other organisations guidelines which the Board considers appropriate, the returning officer will be responsible for storing all ballot papers away from the Club's premises.
 - (x) The Board may from time to time make such By-laws consistent with this Constitution as it may think necessary for the conduct of any election and all matters in connection therewith. Any By-law so made may be set aside by resolution of the Club at a General Meeting subject to the notice of intention to propose such resolution having been provided by clause 56.
- (e) If none or an insufficient number of nominations be received for any of the offices of President, Vice President, Captain, Vice-Captain, Treasurer or Ordinary members of the Board:
- (i) Those candidates if any, who were nominated shall, subject to the provisions of clause 39, be declared elected.
 - (ii) Any remaining vacancy may be filled by any Member present at the meeting and eligible to be elected to the Board, who with the candidate's consent is nominated orally by 2 Members present at the meeting who are financial 7 Day Members, 6 Day Members, 5 Day Members or Life Members provided that where there are more such nominations than there are vacancies there shall be an election conducted at the meeting by a show of hands and the candidate, or where there is more than one candidate to be elected to a position, the candidates receiving the greatest number of votes shall be declared eligible to be elected by the Chairman of the meeting whereupon the provisions of clause 40 (d) (viii) shall be applied mutatis mutandis to such election. Where any such election is to be conducted for more than one office it shall be conducted in order of seniority of positions specified in clause 40(b).
- (f) No Member currently under suspension shall be eligible to propose any Member for election to the Board or to be elected to be a member of the governing body or of a sub-committee of the Club or if suspended after election to continue to act while

under suspension but shall be eligible to continue in office on the expiry of such period of suspension.

POWERS OF THE BOARD

41. The Board shall be responsible for the management of the business and affairs of the Club.
42. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any By-Laws not being inconsistent with this Constitution from time to time made by the Club in General Meeting provided that no such By-Law shall invalidate any prior act of the Board which would have been valid if such regulation 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 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 have the right to 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 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule. All decisions of any committee shall be subject to ratification, alteration or revocation by the Board.
 - (b) To make such By-Laws not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience comfort and well-being of the Members 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 course.
 - (v) the upkeep and control of the course.
 - (vi) the control and management of all competitions.
 - (vii) the conduct and dress of Members.
 - (viii) the privileges to be enjoyed by each class of Members.

- (ix) the relationship between Members and Club employees.
- (x) the provision of discounts to Members for amounts, at the absolute discretion of the Board, of up to 30% (or where 2 Members qualify for a discount, up to 50%) on the standard charges, from time to time, for hire of motorised carts to Members who:
 - (A) due to age or physical disability are unable to play 18 holes of golf without the aid of a motorised cart and;
 - (B) establish to the reasonable satisfaction of the Board that their financial circumstances are such that they cannot reasonably afford to pay the full charge for the regular hire of motorised carts.
- (xi) all such matters as are commonly the subject matter of the By-Laws or which by the Constitution are not reserved either under the Constitution or By-Laws for decision by the Club in General Meeting.
- (c) 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.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also 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.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club 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.
- (j) 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 to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power

to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.

- (k) (i) 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 duties.
- (ii) To engage, appoint control, remove, discharge, suspend and dismiss managers officers representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) (i) 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 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 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 42 (m) 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 controlling body may from time to time require and to pay on behalf of the Club 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 or Accounts 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 regularly and promptly for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions, 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 at once be reported to the Board together with the reasons for the disciplinary action and with a recommendation as to further action (if any) to be taken by the Board.

- 43. 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

- 44. 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 at any meeting he 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 then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be 6 members personally present.
- 45. The President may at any time convene a meeting of the Board.
- 46. 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 Chairman of the meeting shall have a second or casting vote.
- 47. 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 regulations 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.
- 48. 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.
- 49. 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.
- 50. (a) A director must in accordance with sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.

(b) The disclosure must include details of the nature and extent of the director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.

- (c) Without limiting the application of section 191(2) of the Act, clause 50 (b) does not apply to an interest:
 - (i) which the director has as a Member of the Club and which is held in common with the other Members of the Club; or
 - (ii) which relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under clause 50 (e)(i) in relation to the matter, whether in relation to that or a different director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Clause 50 (d) does not apply if:
 - (i) The Board has passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Club, and states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
 - (ii) The Australian Securities and Investments Commission has declared or ordered in accordance with section 196 of the Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- (f) Sections 41C (disclosure of a material personal interest in a matter that relates to the affairs of the Club), 41D (disclosure of a financial interest in a hotel), 41E (disclosure of a gift from a body affiliated with the Club) and 41F (disclosure of a gift from a person or organisation with a contract with the Club) of the Registered Clubs Act apply to each director.

VACANCIES ON BOARD

- 51. Subject to the provisions of this Constitution the Members in General Meeting may by ordinary resolution remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his/her or their period of office and may by ordinary resolution appoint another person or persons in his/her or their stead. Any person so appointed shall hold office during such time only as the person whose place he/she is taking would have held the same if he/she had not so been removed.
- 52. The office of a director will be immediately vacated, and a casual vacancy hereby created, if that person:
 - (i) dies;
 - (ii) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act;

- (iii) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (iv) 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;
 - (v) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (vi) by notice in writing given to the Club, resigns from office;
 - (vii) becomes prohibited from being a director by reason of any order made under the Registered Clubs Act;
 - (viii) becomes an employee of the Club;
 - (ix) ceases to hold a qualification by which that person was appointed to or elected to office;
 - (x) is convicted of an indictable offence on indictment or is made bankrupt;
 - (xi) ceases to be a financial Member; or
 - (xii) ceases to be a Full Member
- (b) The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing director or directors must not act for any purpose except:
- (i) to call a General Meeting.
 - (ii) to increase the number of directors to the quorum; or

53. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

54. 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 5 months of the close of the financial year. All meetings of Members other than Annual General Meetings shall be called General Meetings.
55. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than 5 per centum of the Members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings forthwith proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists. If the Board does not within 21 days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than 50% may themselves convene the meeting but any meeting

so convened shall not be held after the expiration of 3 months from the date of such deposit.

- (b) 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.
 - (c) Any meeting convened under this clause 55 by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (d) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
56. Subject to the provisions of the Act relating to special resolutions, 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 to all Members entitled to attend and vote at General Meetings, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court on application of the Member concerned or any other Member entitled to attend the meeting, or the Court declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

57. The business of any Annual General Meeting shall be to receive and consider the accounts, statements and reports prescribed by section 317 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an auditor or auditors.
58. 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 30 members present and entitled to vote and at all General Meetings and at all Annual General Meetings shall not be less than 20 Members present and entitled to vote.
59. If within 15 minutes from the time appointed for the General 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 General Meeting was called.
60. 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 General Meeting or is unwilling or unable to act then a Vice President shall act as chairman. If no Vice President is present within fifteen minutes after the time appointed for holding the General 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 General Meeting.
61. (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by 5 Members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the General 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 of a Member or election of a member of the Board as the proxy of another person.

- 62. 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 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.

- 63. (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 General 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.

- 64. (a) The chairman of a General Meeting may with the consent of the General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. A resolution passed at any adjourned General 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 any adjournment or of the business to be transacted at an adjourned meeting save when a General Meeting is adjourned for 30 days or more, when notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.

- (b) Minutes of all resolutions and proceedings at General Meetings shall be entered within 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

- 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. The Club must, within 4 months after the end of the Club's financial year or not less than 14 days before each Annual General Meeting (whichever is the earlier), prepare and either send to each Member or make available to Members on the Club website, but subject to section 316 of the Act, either:

- (a) a copy of the financial report required under section 295 of the Act, a copy of the directors' report required under section 298 of the Act and a copy of the auditor's report required under section 308 of the Act; or
 - (b) a copy of the concise report that complies with section 314(2) of the Act.
68. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.
69. The Club will appoint an auditor in accordance with the Act. The auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act.

GENERAL MANAGER

70. At any time there shall only be 1 General Manager who shall be appointed by the Board and who shall be the Secretary for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

71. (a) The Board must provide for the safe custody of the seal.
- (b) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
- (i) 2 directors; or
 - (ii) 1 director and the secretary.
- (c) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- (i) 2 directors; or
 - (ii) 1 director and the secretary.
- (d) The Club may only fix the seal to a document after a resolution of the Board to that effect.

NOTICES

72. (a) The Club may give a notice to any Member either:
- (i) personally; or
 - (ii) by sending the notice by pre-paid post to the address of the Member recorded for that Member in the register of Members; or
 - (iii) by sending the notice to the facsimile number or electronic address (if any) nominated by the Member.
- (b) Where the Club gives a notice personally, the notice is taken to have been given to the Member on that day.
- (c) Where the Club sends a notice by post, the notice is taken to have been given to the Member:

- (i) in the case of a notice of General Meeting, 3 days following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (d) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the Member on the day following that on which the notice was sent.
73. If a Member has an address outside Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted on the Club Notice Board will be deemed to be notice to the Member at the expiration of 24 hours after it is posted.

INDEMNITY TO OFFICERS

74. (a) Every person who is or was an Officer may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an Officer may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A (2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of sections 182 or 183 of the Act.

INCOME AND PROPERTY OF CLUB

75. The income and property of the Company however derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution 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 Members provided that
- (a) nothing shall prevent the payment in good faith of remuneration to any Officers or servants of the Company or to any Member or other person in return for any services actually rendered to the Company, and
 - (b) no members of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration shall be given by the Company to any member of the Board except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Company (and except as provided in the Registered Clubs Act.)

WINDING UP

76. The liability of the Members is limited.
78. Every Member undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a Member or within 1 year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as maybe required not exceeding \$2.00.
79. If upon the winding up or dissolution of the Company there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members but if and so far as effect can be given to the next provision shall be given or transferred to some other Club or institution having objects similar to the objects of the Company to be determined by the Members at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court or such other Judge as may have or acquire jurisdiction in the matter,

GENERAL

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

ORIGINAL SUBSCRIBERS

81. For historical purposes, the names and addresses of the original subscribers of the Company in or about 28 May 1939 were:-

Name	Address and Description	Witness
William Arthur Hudson	30 Mactier Street Narrabeen Company Director	A.K. Paterson Cumberland Ave. Collaroy
Gus Widmer	68 Anzac Avenue Collaroy Commission Agent	A.K. Paterson
Harry Henson Lilly	Pa Paitonga Delmar Parade Dee Why Woollen Merchant	A.K. Paterson
Cecil Frederick Esdaile	28 Woodland St Manly Factory Manager	A.K. Paterson
Sidney Herbert Forster	49 Hay Street Collaroy Retired Grazier	A.K. Paterson
Noel Benjamin Richards	19 Hay Street Collaroy Retired Grazier	A.K. Paterson
Jack Eaton	6 Stuart Street Longueville Sales Manager	A.K. Paterson