CONSITUTION OF
LONG REEF GOLF CLUB LIMITED

EST. 1921
ABN 37 000 043 121



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

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1. NAME OF CLUB

The name of the company is "Long Reef Golf Club Limited"

2. DEFINITIONS, INTERPRETATION AND SEVERANCE

2.1 Definitions

In this Constitution, the following definitions apply:

"Act" means the Corporations Act 2001.

"Annual General Meeting" means a meeting of Members called pursuant to section 22.

"Board" means the board of Directors of the Club.

"By-Laws" means the By-Laws of the Club made in accordance with section 19.

"Club" means Long Reef Golf Club Limited (ABN 37 000 043 121).

"Club Notice Board" means a board designated as such within the Club premises.

"Club Website" means the website operated by the Club for Members and the Public.

"Committee" means any committee of Directors, Full Members or other persons appointed by the Board.

"Company" means Long Reef Golf Club Limited (ABN 37 000 043 121).

"Constitution" means this Constitution of Long Reef Golf Club Limited.

"Director" means a member of the Board and includes any person acting in that capacity from time to time.

"Disciplinary Committee" means a disciplinary committee established pursuant to section 11.1.

"Employee" means a permanent, part time or casual employee of the Club.

"Financial Member" means a Member who at the date of a General Meeting at which only eligible Members may attend and/or vote has paid all monies due. A member is not a Financial Member if;

(a) at the expiration of 14 days from the due date for renewal the Member's subscription or any part thereof remains unpaid and/or;

(b) any money (other than a 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 requesting payment in full.

"Full Member" means a person who is an Ordinary Member or a Life Member and is aged 18 years or older.

"Gaming Machines Act" means the Gaming Machines Act NSW 2001.

"General Meeting" means an Annual General Meeting or other general meeting of the Club.

"Golf Australia" means Golf Australia Ltd and any successors.

"Golf NSW" means Golf New South Wales Ltd and any successors.

"Internal Club" means an internal club of the Club referred to in section 18.

"Junior Member" means any Member who is younger than 18 years of age.

"Life Member" means a Member elected as a Life Member of the Club pursuant to section 6.3.2.

"Liquor Act" means the NSW Liquor Act 2007.

"Major Capital Works" means one or more substantial and significant projects that result in the improvement, replacement or addition to the Club's assets both on and off the golf course

"Member" means a person who is a member of the Club.

"Objects" means the objects of the Club as set out in section 3.

"Office" means the positions of President, Vice-President, Captain, Vice-Captain or Treasurer.

"Officer" means a Director who is appointed to an Office and any persons acting in those capacities from time to time.

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

"Patron" means any person appointed as a Patron of the Club.

"Playing Class of Membership" means any class of Membership other than the classes of House Member, Honorary Member, Temporary Member or Provisional Member.

"Registered Clubs Act" means the Registered Clubs Act New South Wales 1976.

"Registered Office" means the current registered office of the Club.

"Provisional Member" means a person who is granted provisional membership under section 6.3.20.

"Seal" means the common seal of Long Reef Golf Club Limited.

"Special Resolution" means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

"Voting Member" means a 5,6 or 7-Day Member, Special Member, Gold Member, Life Member, Retention Member, Retention Plus Member, and an Intermediate Member.

2.2 Interpretation

2.2.1 This Constitution is to be read and interpreted subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions of this Constitution are inconsistent with the Registered Clubs Act the provisions of the Registered Club Act will prevail.

2.2.2 In this Constitution:

(a) except where defined in Section 2.1 of this Constitution the ordinary dictionary meaning of a word or words applies;

(b) a decision by the Board on the construction or interpretation of this Constitution or on any By-Law is conclusive and binding on all Members.

(c) a reference to a function includes a reference to a power, authority or duty;

(d) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(e) words meaning the singular include the plural and vice versa;

(f) words meaning any gender include the other genders;

(g) where a word or expression has a defined meaning, its other grammatical forms have a corresponding meaning.

(h) references to persons include corporations;

(i) references to a person include any other person or persons who are legally permitted in New South Wales to represent and/or make decisions for that person.

(j) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction; and

(k) a reference to "writing" will unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail, Short Message Service (SMS), or text message.

2.3 Severance

2.3.1 If any part of this Constitution is declared invalid or unenforceable at law then:-

(a) that part of this Constitution is to be read down if possible, so as to be valid and enforceable; or

(b) If it is not possible to read down that part, then that part will be severed to the extent of that invalidity or unenforceability, and will not affect any of the other provisions of this Constitution.

3. OBJECTS OF THE CLUB

3.1 The Objects of the Club are to:

3.1.1 conduct, encourage, promote, advance and administer the sport of golf;

3.1.2 act at all times on behalf of and in the interests of the Members and the sport of golf.

3.1.3 affiliate with, and liaise with the Golf Australia and Golf NSW to further these Objects.

3.1.4 abide by, promulgate, enforce and secure uniformity in the application of the rules of golf as may be determined from time to time by Golf Australia and as may be necessary for the management and control of golf and related activities in New South Wales.

3.1.5 have regard to the public interest in its operations;

3.1.6 undertake or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. LEGISLATION: REGISTERED CLUBS ACT 1976; LIQUOR ACT 2007 and GAMING MACHINES ACT 2010

4.1 Subject to the provisions of s.10(6) and s.10(6A) of the Registered Clubs Act, a Member, whether or not they are a member of the Board or of any Committee, will not be entitled, under this Constitution, the By-Laws or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not equally available to every Member.

4.2 Neither the General Manager, any Employee, nor a member of the Board or any Committee will be entitled, under this Constitution or the By- Laws or otherwise, to receive, directly or indirectly, any payment or benefit 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.

4.3 An Employee including Employees who are Members, may not vote at any General Meeting or at any election of the Board, or be a Director.

4.4 Any profits or income of the Club may only be applied to the promotion of the Objects and must not be paid to or distributed to the Members.

4.5 Liquor must 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, except an event where the Club is a holder of a club functions authorisation under s.23(1) of the Registered Clubs Act.

4.6 Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

4.7 A person under the age of 18 years must not use or operate poker machines on the premises, or place a wager on any other form of gaming, including but not limited to wagering, Keno or sports betting.

4.8 A person under the age of 18 years is permitted to be present only in those areas of the Club for which an authority under s.22 and s.22A of the Registered Clubs Act is in force.

5. MEMBERSHIP: GENERAL

5.1 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 admits to membership in accordance with this Constitution are the Members of the Club.

5.2 The number of Full Members must not exceed the maximum permissible under the Registered Clubs Act.

5.3 No person under the age of 18 years will be admitted as a Member other than as a Junior Playing Member, Cadet Member or Chipper Member.

5.4 A person will not be admitted to membership of the Club except as an Ordinary Member, Life Member, Provisional Member, Honorary Member or Temporary Member.

5.5 A copy of the Constitution and By- Laws will be available to a Member on request to the General Manager.

5.6 The Board will determine the number of persons who may be admitted to each class of membership of the Club.

5.7 At the date of the resolution adopting this Constitution, Ordinary Membership consists 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

Retention Members	Retention Plus Members
Chipper Members	Intermediate Members
Easygolf Members	Overseas Members

5.8 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.

5.9 When the Board makes a decision to introduce a new class of membership in accordance with section 5.8,

5.9.1 The Board must insert the name, eligibility and rights of such new membership class in section 6; and

5.9.2 Within 7 working days of a decision by the Board to introduce a new class of membership, the General Manager must publish the name, eligibility, rights and benefits of such new class of membership on the Club Notice Board, Club Website and Club newsletter.

5.10 In the event the Board wishes to make a change to any existing class of Ordinary Membership then the Board must specify such change and seek the approval of those Classes of Members eligible to vote at the next General Meeting.

6. RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

6.1 7 Day Members, 6 Day Members, 5 Day Members, Special Members, Gold Members, Life Members, Retention Members, Retention Plus Members and Intermediate Members are entitled to one vote at General Meetings including election of Members to the Board.

6.2 The rights of Members to use the golfing and other facilities of the Club will be determined by the Board and those rights must be set out in the By- Laws.

6.3 The requirements for eligibility of persons for the following classes of Members are:

6.3.1 **7, 6 and 5 Day Members:** Persons who have attained the age of 18 years and who are elected as 7, 6 or 5 Day Members, or transferred by the Board from another class of Ordinary Membership to 7, 6, or 5 Day Membership.

6.3.2 **Life Members:** Any Ordinary Member who has rendered distinguished and exceptional service to the Club, may be nominated and seconded for submission to the Board for this class. Upon the Board's endorsement, the person may be proposed for election to this class at a General Meeting. Such election must be by secret ballot and election to this class at a General Meeting requires a Special Resolution.

The following procedures will be observed in the election to this class.

(a) Notice of nomination in writing will be made on the form approved by the Board and signed by the nominator and seconder, and the original form will be delivered to the General Manager.

(b) Only 7 day, 6 day, 5 day, Special, Gold or Life Members can propose or second a nomination for election to this class.

(c) The nomination described in section 6.3.2 must be lodged with the General Manager no later than 2 calendar months before the date of notification of a General Meeting.

(d) Such a nomination must be reported to the next meeting of the Board which will resolve by majority whether or not to endorse the nomination. Upon the request of any Director, voting at any Board meeting concerning the nomination at hand, must be by secret ballot.

(e) Should the Board decide to endorse the nomination, the General Manager will display the nomination details on the Club Notice Board and Club Website for a minimum of 21 days before the ensuing General Meeting at which it will be submitted for voting by Members.

(f) A Life Member will be permanently relieved of the payment of the annual subscription payable by Members and will be entitled to all the rights and privileges of a 7 Day Member.

6.3.3 **Special Members:** 7, 6 and 5 Day Members may be granted a concession on their annual subscription once they have attained the age of 65 years and have had membership in a playing class of membership for a total of 25 years including the 5 years immediately prior to the date of application for this class of membership.

The Board will determine from time to time the amount of the concession applicable to 7, 6 or 5 Day Special Members, provided that any concession will be no more than 50 percent 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 playing class of membership that Member held in the 5 years immediately prior to the date on which that Member applied for the concession.

6.3.4 **Gold Members:** Persons who have been Members on a cumulative basis in any class of Ordinary Membership for 50 years, and who have been transferred by the Board to this class.

Gold Members may at the discretion of the Board, be granted the concession of paying the minimum subscription provided for in the Registered Clubs Act, and will continue to have the rights and golfing privileges of the class of membership from which they have been transferred.

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

6.3.6 **Cadet Members:** Persons under the age of 14 years who are elected to, or transferred by the Board to this class.

6.3.7 **Country Members:** Persons who have attained the age of 18 years who reside outside a radius of 100 kilometres from the Sydney GPO not less than 9 calendar months in each calendar year and who are elected or transferred by the Board to this class. Only Members in a current Playing Class of Membership may apply for this class.

6.3.8 **Student Members:** Persons who are between the ages of 18 and 30 years who are engaged in continuous full time study leading to a formal qualification at a University, Technical College or other training institution at the discretion of the Board, may be elected to this class or transferred by the Board from another class to this class. Student Members may be granted concessions to the annual subscription of the applicable Playing Class of Membership, provided that any concession will not be more than 50% of the full annual subscription for the applicable class.

6.3.9 **Retention Members**: Persons who have been in a Playing Class of Membership for 12 months or more, and are transferred by the Board from that Playing Class of Membership to this class.

6.3.10 **Retention Plus Members:** Persons who have been in a Playing Class of Membership for 3 years or more and who are transferred by the Board from that Playing Class of Membership to this class.

6.3.11 **House Members:** Persons who are elected to, or transferred by the Board from another class of Ordinary Membership to this class.

6.3.12 **Corporate Nominee Members**: Persons who have been elected by the Board to this class, are able to have the entrance fee and annual subscription paid by the corporation or similar entity who nominated the person for this class of membership. Such nomination must be seconded by an Ordinary Member.

6.3.13 **Staff Members:** Persons who are within the following categories:

(a) The Club Professional;

(b) Members of the Professional Golf Association employed by the Club's Professional at the Club;

(c) The General Manager;

(d) The Course Superintendent; and

(e) Employees who are elected to this class or transferred to this class from another class of membership by the Board;

6.3.14 **Intermediate Members:** Persons between the age of 18 years and 25 years who are elected to or transferred from another class of membership to this class.

6.3.15 **Chipper Members:** Persons under the age of 12 years who are elected to this class. Members in this class are not entitled to play in Club competition games.

6.3.16 **Easygolf Members:** Persons who have attained the age of 18 years and who are elected by the Board for this class so long as;

(a) the time period a Member is in this class will not count in determining whether the Member qualifies for the Special Membership class;

(b) Members in this class wishing to join a Playing Class of Membership class must apply for membership of that class, be elected by the Board to that class and pay the relevant entrance fee and annual subscription at that time; and;

(c) Playing Classes of Members are not entitled to transfer to this class.

6.3.17 **Overseas Members:** Persons who have attained the age of 18 years and, having established their bona-fides, are elected by the Board to this class for terms of either 3 or 6 months.

6.3.18 **Honorary Members:**

(a) Only the Board will consider and elect persons to this class of membership.

(b) Only a person holding the office as a Patron or a prominent citizen or dignitary may be Honorary Members.

(c) The Board will have the authority to accept and decide on proposals from Ordinary Members and determine the basis on which the election to this class of membership will be granted.

(d) When this class of membership is conferred on a Member, the details of the Member including full name, residential address, date of membership and date on which such membership is to cease will be entered into the Club's register of Honorary Members.

(e) At the discretion of the Board, Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.

(f) The Board will have the power to cancel the membership of an Honorary Member without notice and without assigning any reason.

6.3.19 **Temporary Members:**

1. A person will be admitted as a Temporary Member so long as:

(a) the person is admitted in accordance with the Constitution; and;

(b) the person is a full member of another club which is registered under the Registered Clubs Act and which has objects similar those of the Club; or

(c) the person is a full member of another club which is registered under the Registered Clubs Act and is attending the Club on a specific day at the invitation of the Board or a Full Member, to participate in an organised sport or competition to be conducted by the Club on that day.

(d) The person will be a Temporary Member from the time they first attend the premises of the Club until the end of that day and is not required to enter their details in the register of Temporary Members.

(e) The Board or the General Manager will have the power to cancel the Temporary Membership of any person at any time without notice and without assigning any reason for so doing.

(f) A Temporary Member's use of golfing and other facilities together with entrance fees and membership fees will be determined by the Board.

(g) Temporary Members must complete the particulars required in the register of Temporary Members on first entry to the Club premises on a particular day.

(h) Temporary Members are not permitted to invite guests to enter the Club.

6.3.20 **Provisional Members:**

(a) A person who has lodged with the Club a nomination form completed in accordance with this Constitution and By- Laws, applying for membership of the Club, and pays to the Club the subscription and joining fee referred to in the nomination form and appropriate to the class of membership and is awaiting the decision of the Board in relation to that application.

(b) Should that person not be elected by the Board to membership of the Club within 6 weeks of the date of receipt of the nomination, that person will cease to be a Provisional Member and any joining fee or annual subscription must be returned to that person.

7. TRANSFER OF MEMBERS

7.1 The Board may on the written application of an Ordinary Member, transfer that Ordinary Member from their current class to another class of Ordinary Membership

7.2 Any Ordinary Member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee and/or annual subscription paid or payable by the Ordinary Member for the then financial year; or

7.3 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 will not be required to pay any entrance fee or the difference in any entrance fee applicable to the class of class of membership for which the Ordinary Member is applying.

8. ELECTION OF MEMBERS

8.1 A person may not be admitted as a Member other than as an Honorary Member, Temporary Member or Provisional Member unless that person is elected to membership at a meeting of the Board.

8.2 The Board may reject any application for membership without assigning any reason for such rejection.

8.3 Every nominee for election to membership of the Club must be proposed by one and seconded by another Ordinary Member or Life Member.

8.4 Every nominee for election to membership of the Club must complete a nomination form which must be in a form prescribed by the Board including the full name, address and occupation of the nominee and a statement by the nominee that, if admitted, they will be bound by this Constitution.

8.5 The nomination form must be signed by the proposer, the seconder and the nominee.

8.6 The nomination form must be lodged with the General Manager who must cause the name and occupation of the nominee and names of their proposer and seconder to be exhibited on the Club Notice Board and Club Website for a continuous period of not less than 1 week before the Board makes a decision concerning the nomination.

8.7 An interval of 2 weeks must elapse between the date of proposal of a nominee and the date of Board decision concerning the nomination.

8.8 When a person has been elected to be a Member, the General Manager will provide notice of such election and details of any entrance fees, annual subscriptions and any other charges to be given personally or forwarded to that person.

8.9 Upon payment of any entrance fee, annual subscription and any other charges that person will become a Member.

8.10 If any entrance fee, annual subscription or any other charges remain unpaid after 1 calendar month from the date of election, the Board may revoke its decision to elect that person as a Member.

9. ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

9.1 Members' subscriptions are to be paid annually in advance or if the Board so directs and approves by instalments or for more than one year in advance. The

timing and manner of all such payments are to be at the discretion of the Board.

9.2 The annual subscription and entrance fee payable by Members, and nominees for election to membership, must be determined by the Board each year, provided that the annual subscription payable by an Ordinary Member must not be less than the minimum fee as prescribed in the Registered Clubs Act.

9.3 Any person elected as a Member within the period of 11 months immediately preceding the end of the Club's financial year must only be charged the appropriate pro rata annual subscription.

9.4 The Board may at its discretion prescribe an entrance fee which will be payable upon election to membership of the Club. A former Member may, upon re-election, at the discretion of the Board be relieved from payment of all or part of an entrance fee.

9.5 In circumstances the Board considers to be exceptional the Board may grant a full or partial refund of the entrance fee or annual subscription payable by any Member.

9.6 If the entrance fee or annual subscription or any part thereof payable by any Member is not paid before the due date the rights conferred on that Member under this Constitution and By- Laws will be suspended until the unpaid fee or subscription is paid.

9.7 If an amount due by a Member is not paid within 14 days from the due date, the General Manager will give the Member written notice requiring payment within 14 days. If the Member fails to comply with this notice, the Member's name may be removed from the register of Members by the Board.

9.8 The Board has the power to make charges and levies on Ordinary Members and Life Members for general or special purposes.

10. REGISTERS OF MEMBERS AND GUESTS

10.1 The Club must keep the following registers with details as prescribed in the Registered Clubs Act 1976:

10.1.1 A register of persons who are Full Members.

10.1.2 A register of persons who are Honorary Members.

10.1.3 A register of persons who are Temporary Members.

10.1.4 A register of persons who are at least 18 years of age who enter the Club as guests of Members.

11. DISCIPLINARY PROCEEDINGS CONCERNING MEMBERS

11.1 The Board has the power to establish disciplinary committees consisting of one Director, the General Manager or their nominee, and one other Member appointed from time to time at the Board's discretion.

11.2 The General Manager, or in their absence the most senior Employee present at the time, will have the power to remove a Member where that Member's presence on the premises of the Club may render the Club liable for a penalty or penalties under the Registered Clubs Act and/or the Liquor Act.

11.3 The General Manager or the Employee who has exercised the power referred to in section 11.2, must make a written report to the Board within 7 days of the date of the removal. The report will set out the facts giving rise to the removal.

11.4 If any Member: -

11.4.1 does not comply with any of the provisions in this Constitution or By-Laws;

11.4.2 in the opinion of the Board is guilty of any conduct prejudicial to the interests of the Club; or

11.4.3 is guilty of general conduct which in the opinion of the Board is unbecoming of a Member,

then the Board has the power to issue a charge against the Member and if found guilty to reprimand, suspend for a period as it considers fit, or expel that Member, and to remove the Member's name from the register of Members.

11.5 If the Board issues a charge against a Member then:-

11.5.1 the Board must establish a Disciplinary Committee to hear the charge; and

11.5.2 the President has the power to suspend the Member from all privileges and rights until the charge is heard and finally determined.

11.6 A Member must be notified in writing of any charge or charges against the Member at least 7 days before the hearing of the Disciplinary Committee and such notification must be delivered either personally or by registered mail to the current address on the relevant Club register for that Member.

11.7 The Member so charged will be entitled to attend that meeting and/or respond to the charge or charges in writing in advance of, or orally during the meeting.

11.8 If the Member does not attend the hearing the charge will nevertheless be considered and decided by the Disciplinary Committee and a decision by the Disciplinary Committee following that hearing or any subsequent adjournment hearing must be a majority decision.

11.9 A decision to reprimand, suspend, or expel a Member will be reviewable by the Board provided that the Member affected by such decision is able to provide additional and/or new information that was not provided to the Disciplinary Committee in its consideration of the charge or charges.

11.10 A Member seeking such review must provide the additional and/or new information in writing and if desired request to appear before the Board, presenting the reasons why they disagree with a decision made by the Disciplinary Committee, provided such request is received by the General Manager within 7 days of the date of notification of the first decision of the Disciplinary Committee.

11.11 The Board must consider the Member's additional and or new information and appearance before the Board, at the next scheduled Board Meeting. Any Director who was a member of the Disciplinary Committee which considered and decided a charge or charges against a Member cannot participate in the Board's review of such charge or charges and any consequent review decision.

11.12 Any review decision of the Board at that meeting or following any adjournment concerning the charge or charges against the Member, must be a majority decision.

11.13 Any review decision of the Board at such review or following any adjournment of the review will be final and the Board will not be required to give any reasons for its review decision.

12. RESIGNATION AND CESSATION OF MEMBERSHIP

12.1 A Member may at any time give notice of resignation as a Member and such resignation will take effect from the date on which it was received by the General Manager.

12.2 A person who ceases to be a Member for whatever reason will forfeit all rights and privileges of Members.

12.3 The Board will have the discretion to determine that the person ceasing to be a Member will remain liable for any annual subscription and any arrears due and unpaid at the date of that cessation of membership.

13. GUESTS

13.1 All Members other than Temporary Members have the privilege of introducing guests to the Club and on each day a Member brings a guest into the Club, that Member must enter in the register of guests the name and address of the guest and must countersign that entry.

13.2 No member may introduce guests to the Club more frequently or in greater number than is permitted in the By- Laws.

13.3 No Member may introduce any person as a guest where that person was formerly a Member and has been expelled or suspended from the Club, or whose name has been removed from any register of Members as a result of proceedings under section 11.

13.4 No Member may introduce any person as a guest where that person was formerly a Member and is currently suspended.

13.5 Members will be responsible for the conduct of any guests they may introduce to the Club.

13.6 No guest may be supplied with liquor on the premises of the Club except on the invitation of and in the company of a Member.

13.7 A guest must 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.

13.8 A guest must 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.

14. NOMINATIONS FOR AND ELECTION TO THE BOARD

14.1 The Board will consist of the Offices of President, Vice President, Captain, Vice-Captain, Treasurer and up to 4 Directors, and will be elected biennially in accordance with this Constitution.

14.2 The Directors will hold office from the time they were elected, until the conclusion of the next Annual General Meeting when there is a biennial election for the Board at which time they must retire but will be eligible for re-election.

14.3 A Director must not hold any or one of the Offices of President, Vice-President, Captain or Vice-Captain for more than 6 consecutive years.

14.4 A person may not be elected as President or Captain unless they are a 7 Day Member, 7 Day Special Member, 7 Day Gold Member or Life Member.

14.5 A Member who is not a Financial Member and/or is currently under suspension cannot be elected or re-elected to the Board or perform any duties of the Board or of any Committee.

14.6 Nominations for election to the Board:

14.6.1 Must be made in writing on the form provided for this purpose, signed by 2 Full Members or Life Members and by the nominee and;

14.6.2 The period for Members to nominate for the Board must not be less than 14 days and the General Manager will notify Members (including posting on the Club Notice Board and Club Website), of the dates for Members to nominate.

14.7 Members nominating for election to the Board may nominate for more than one Office and/or as an ordinary Director and in the event of their being elected to an Office, will be eliminated from election for less senior Office as determined by section 14.9 or ordinary Director position.

14.8 The completed nomination must be delivered to the General Manager at least 21 days before the date of the Annual General Meeting, and the General Manager will immediately display such nominations on the Club Notice Board and Club Website until completion of voting.

14.9 The order of seniority of Offices is:

(a) President,

(b) Vice-President,

(c) Captain,

(d) Vice-Captain,

(e) Treasurer.

14.10 If the number of nominees for any Office or Director positions does not exceed the number of nominees required to be elected, the nominee or nominees will be declared elected at the Annual General Meeting.

15. BALLOTS FOR ELECTION TO THE BOARD

15.1 If the number of nominees for any Office or for Directors exceeds the number required to be elected, an electronic ballot for election to the Board will take place as follows:

15.1.1 Electronic voting will be conducted through the internet or in person at the Club premises.

15.1.2 The Board will appoint a returning officer and electoral officers, none of whom will be nominees for election or members of the current Board. The returning Officer will be appointed from a company or other entity suitably experienced and qualified to conduct online electronic ballots, and the returning officer will be responsible for conducting the election in accordance with this Section of the Constitution.

15.1.3 Voting will commence 14 days prior to the date of the Annual General Meeting and continue for a period of 10 days.

15.1.4 The number of nominees (being the number required to be elected) with the highest number of votes will be those elected.

15.2 The returning officer must distribute to each voting member instructions concerning the electronic ballot paper and to all supporting material and photographs submitted by nominees for election. Such instructions, supporting material and photographs may be sent by electronic means, and must be placed on the Club Notice Board and Club Website.

15.3 Positions on the ballot paper will be determined by the returning officer or their nominee who will conduct a ballot for these positions in the presence of members at least 1 day prior to the commencement of the election. The result of the ballot for positions on the ballot paper will be posted on the Club Notice Board and Club Website within 24 hours

15.4 The Board will determine the method by which a voting member will cast their ballot taking into account the possibility of a nominee being elected to an office where that nominee is also in a ballot for a less senior Office or director position.

15.5 The Board will ensure that where a ballot is required for the 4 Director positions all voting members will have the opportunity to vote for all 4 Director positions.

15.6 All voting members who have nominated an email address will be electronically provided with the information set out in Section 15.2 of this Constitution.

15.7 Voting members who do not have an email address may on production of their membership card and upon signing the register of eligible voters cast their ballot electronically at the terminal provided on the Club premises during normal business hours as specified in the By- Laws of the club.

15.8 Voting members who have nominated an email address may choose to cast their ballot electronically at the terminal provided on the Club premises in accordance with Section 15.7 of this Constitution.

15.9 Electronic voting conducted on the Club premises must be completed immediately in close proximity of the returning officer or their appointed representative.

15.10 The returning officer must ensure that completed electronic ballot papers are maintained in a secure state at all times until the full count of votes is completed.

15.11 The returning officer and electoral officers will ensure that a count of votes is undertaken and verified at the end of the voting period, and that the results are kept confidential until the outcome is declared at the Annual General Meeting.

15.12 On the next business day after the Annual General Meeting the returning officer will ensure that the number of votes for each nominee is published on the Club Notice Board, and within 7 business days on the Club Website.

15.13 If votes are equal for one or more nominees for any position on the Board the election to such position will be decided by the chairperson at the Annual General Meeting drawing lots.

15.14 Following the declaration of the Ballot, any remaining vacancy may be filled by any Member present at the Annual General Meeting and eligible to be elected to the Board, so long as the Members gives their oral consent and are orally nominated by two Members eligible to nominate that member provided that:

15.14.1 Where there are more such oral nominations than there are vacancies there will be an election conducted at the Annual General Meeting by a show of hands and the nominee or nominees (being the number required to be elected), with the greatest number of votes will be elected, and declared so by the chairperson and;

15.14.2 Should there be an equal number of votes for a vacancy the election will be decided by the chairperson drawing lots.

15.15 The decision of the returning officer in respect to all matters relating to the informality, inconsistency or unforeseen circumstance concerning any electronic vote in any ballot will be final and;

15.15.1 Any determination by the returning officer under this provision must be promptly notified in writing to the Board with full details of the matter decided.

15.16 Any electronic ballot paper received before the commencement of, or after the close of the ballot, must not be counted.

15.17 The accidental or unintended omission to distribute an electronic ballot paper to a voting member or the failure of any member to receive an electronic ballot paper will not invalidate the ballot.

15.18 The returning officer will ensure the destruction of all electronic ballot papers and associated data 30 days after the date of the Annual General Meeting.

15.19 Consistent with Section 19 of this Constitution the Board has the authority to make By- Laws to assist with ensuring the efficiency, equity, and integrity of electronic voting procedures so long as any such By- Laws are as far as possible consistent with the procedures set out in this Section of the Constitution.

16. POWERS OF THE BOARD: GENERAL

16.1 Subject to the Act and the Registered Clubs Act, this Constitution and any resolution passed by the Club at a General Meeting, the Board is responsible for the control and management of all of the affairs of the Club.

16.2 The Board must exercise all functions of the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting.

16.3 The Board has the power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper control and management of the affairs of the Club and;

16.3.1 The Board in discharging its powers and responsibilities in regards to Major Capital Works Projects must ensure that such Projects are properly researched and analysed in respect to feasibility and the long term strategic interests of the Members. In this regard, the Board will

be guided by the current Major Capital Works Best Practice Guidelines as published from time to time by Clubs New South Wales and;

16.3.2 Members are provided with concise information and given opportunities to comment at regular intervals during the planning stages and prior to any final decisions and execution of Major Capital Works Projects and;

16.3.3 The Board must ensure that an assessment of the financial impact on the Club and its Members of any planned Major Capital Works project is undertaken. Such assessments will include profit and loss and balance sheet projections, and cash flow analysis and;

16.3.4 Prior to proceeding with a Major Capital Works Project the Board will ensure that Projects are properly, documented, cost planned and approved by the Board and;

16.3.5 The Board will ensure that any Major Capital Works Project is subject to appropriate written and signed contracts with chosen suppliers and that the Club seeks external legal advice on any Contract associated with Major Capital Works.

16.4 The Board has the power to appoint, dismiss or suspend the General Manager, and to determine the duties, powers, remuneration and terms of employment of that General Manager.

16.5 The Board has the power to: -

16.5.1 employ any person able to be lawfully employed and determine their duties, powers, remuneration and terms of employment; and

16.5.2 dismiss or suspend any Employee.

17. POWERS OF THE BOARD: COMMITTEES

17.1 The Board has the power to delegate any of its powers to Committees.

17.2 The Board has the power to revoke at any time the delegation to any Committee.

17.3 All decisions by any Committee are subject to ratification, alteration or revocation by the Board.

17.4 All Committees must comply with any restriction that may be imposed by the Board or in the By- Laws.

17.5 The President has the power to be a member of any Committee and the President has the right to delegate this power to another member of the Board.

17.6 Any Committee may meet and operate as it thinks appropriate, providing that any matters arising at any meeting of such Committee requiring a vote will be determined by a simple majority of votes with the chairperson of such Committee having a second casting vote should there be an equal number of votes initially.

17.7 Should a vote on a matter by a Committee be affected by insufficient Committee members present, the Committee will refer the matter to the Board which will vote in place of the Committee.

17.8 A person may not vote at a Committee meeting as the proxy of another person.

18. POWERS OF THE BOARD: INTERNAL CLUBS

18.1 The Board has the power to create Internal Clubs to conduct, manage and control all or any game or sporting activity in which the Club is engaged or has an interest, and to define and/or limit the persons eligible for membership of each Internal Club.

18.2 Each Internal Club must only be comprised of Members.

18.3 The Board has the power to fix or approve any supplemental subscription or other charge for membership of an Internal Club.

18.4 The Board will permit an Internal Club to adopt a name distinctive to that Internal Club provided it is described as an Internal Club of the Club and becomes affiliated with the body controlling the game or activity in the State of New South Wales. An Internal Club will pay any fees required by such controlling body on behalf of the Club.

18.5 The Board may empower an Internal Club to open and operate a bank account or accounts in the name of that Internal Club in such bank or banks as the Board may approve.

18.6 Any person or persons eligible to operate any such accounts described in Section 18.5, must be approved by the Board and may be removed or replaced by the Board.

18.7 Subject to the general control and management functions of the Board, each Internal Club: -

18.7.1 must manage its own affairs and make regular reports to the Board, or otherwise as may be required from time to time by the Board; and

18.7.2 may elect committees to assist in the management of its affairs.

The minutes and records of the Internal Club must also be produced regularly and promptly for inspection by or on behalf of the Board.

18.8 The constitutions, rules or By- Laws of an Internal Club may be amended at a general meeting or annual general meeting of that committee by a majority of members of that committee, provided that no amendment so approved and/or passed at such meeting shall have effect unless and until it shall have been approved by the Board.

18.9 Any disciplinary action by an Internal Club in respect of any member of that Internal Club must immediately be reported to the Board together with the reasons for the disciplinary action with a further recommendation as to further action (if any) to be considered by the Board.

18.10 The Board will have the power to dissolve or terminate any Internal Club or committee within that Internal Club, or to reconstitute the same on a different basis. When the Board exercises such power or where an Internal Club makes its own decision to cease operations, any funds remaining in an Internal Club's bank accounts becomes the property of Long Reef Golf Club.

18.11 The Board will have the power to limit the extent to which Internal Club may enter into financial commitments including loans, contracts or any other debt obligations.

19. POWERS OF THE BOARD: BY-LAWS

19.1 The Board has the power to make By- Laws provided they are consistent with this Constitution and are necessary or desirable for the proper operation, control, management and administration of the Club.

19.2 The Board will have the power to amend or rescind the By- Laws.

19.3 Any new By- Laws or amendments to current By- Laws made under this Constitution will come into force when posted on the Club's Notice Board in summary form and the complete details posted on the Club Website, in both cases including the date the changes take effect.

20. PROCEEDINGS OF THE BOARD

20.1 The Board will meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that it meets at least once in each calendar month.

20.2 A record of all Directors present at any meeting of the Board and all resolutions and proceedings of the Board must be entered into a minute book provided for that purpose.

20.3 A meeting of the Board may be called or held using any technology consented to by all the Directors. Such consent will be a standing one. A Director can only withdraw their consent within a reasonable period in advance of a meeting.

20.4 The President will be chairperson at every meeting of the Board and may at any time convene a meeting of the Board.

20.5 If for any reason the President is unable or unwilling to chair a meeting of the Board, then the Vice President will act as chairperson. If the Vice President is unable or unwilling to act as chairperson, then the Directors present will elect their own chairperson.

20.6 The quorum for meetings of the Board must be 6 Directors present.

20.7 All questions and/or motions arising at any meeting of the Board must be decided by a majority of votes and, a determination by a majority of Directors present will be deemed a determination of the Board.

20.8 In the case of an equality of votes the Chairman of the meeting will have a second or casting vote.

20.9 In accordance with s.248A of the Act, a resolution signed in writing by all the Directors will be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in identical form each signed by one or more Directors. The resolution will be passed when the last Director signs an identical document containing the resolution.

20.10 A person may not vote at a Board meeting as the proxy of another person.

20.11 Where it is discovered that any Director or any person acting in that capacity has a defect in their appointment to the Board or that any or any Director was disqualified from holding office, all acts done by that Director or person acting in such capacity prior to that discovery continue to be valid and effective.

20.12 A Director must in accordance with s.191 or s.192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in any matter that relates to the affairs of the Club. The words "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.

20.13 The disclosure described in section 20.12 must include details of the full nature and extent of the Director's material personal interest and how such interest is related to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.

20.14 Without limiting the application of s.191 (2) of the Act, section 20.12 does not apply to a material personal interest which:

20.14.1 a Director has, as a member of the Club, and which is held in common with all other Members or;

20.14.2 relates to a contract that insures or would insure the Director against liabilities the Director incurs in their capacity as a member of the Board, but only if such contract of insurance does not make the Club or any related corporate body the insurer.

20.15 A Director who does have a material personal interest in a matter that is being considered at a meeting of the Board:-

20.15.1 must not vote on the matter in any way; and

20.15.2 must not be present at a Board meeting while the matter, whether by proposed resolution or otherwise is being considered at that meeting or due to adjournment, at any subsequent meeting where the matter is again considered.

20.16 Section 20.15 does not apply if the Board has passed a resolution that states the name of the Director, the material personal interest in the matter concerned and that matter's relationship with the affairs of the Club and states the Board is satisfied that such material personal interest does not disqualify the Director from voting or being present.

20.17 Section 20.15 does not apply if the relevant Australian body responsible for administering the Act has declared or ordered in accordance with s.196 of the Act that such Director may be present while such a matter is being considered at a meeting of the Board and/or vote on that matter.

20.18 S.41C, s.41D, s.41E and s.41F of the Registered Clubs Act apply to each Director at all times.

21. BOARD VACANCIES

21.1 The Members at a General Meeting may by resolution remove any Directors or the whole of the Board before the expiration of their period of office.

21.2 The Members at a General Meeting may by resolution appoint an eligible Member or Members to replace any Directors removed pursuant to section 21.1.

21.3 The position of a Director will be immediately vacated and a casual vacancy will be created if that Director:

21.3.1 dies;

21.3.2 becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under s.206F or s.206G of the Act;

21.3.3 fails to disclose in accordance with the Act together with section 20.12, the nature of any material personal interest in a matter that relates to the affairs of the Club;

21.3.4 is confirmed medically to be of unsound mind including whether that person or their estate is liable in any way relating to the laws concerning mental health of the Commonwealth or the State of New South Wales;

21.3.5 is absent from the whole of meetings of the Board for a continuous period of 3 calendar months without being granted leave of absence from the Board;

21.3.6 resigns as a Director having given notice of such resignation in writing;

21.3.7 becomes prohibited from being a Director by any order made under the Registered Clubs Act;

21.3.8 ceases to hold a requisite membership qualification for the Board position held;

21.3.9 becomes an Employee;

21.3.10 is convicted of an indictable offence;

21.3.11 is declared bankrupt;

21.3.12 ceases to be a Financial Member; or

21.3.13 ceases to be a Full Member.

21.4 The Board has the power at any time and by majority vote to appoint a Full Member to the Board to fill a vacancy on the Board. If a Director requests a vote by secret ballot for a vacancy, then that request must be complied with.

21.5 In the event the number of continuing Directors falls below 6, the continuing Directors must either:-

21.5.1 act under the provisions of section 21.5 to increase the number of Directors to at least 6; or

21.5.2 summon a General Meeting to elect additional Directors to increase the number of Directors to at least 6.

21.6 Any Member appointed in accordance with sections 21.2, 21.4 and 21.5 will hold office only until the next Annual General Meeting when there is a biennial election for the Board.

22. ANNUAL GENERAL MEETINGS

22.1 A General Meeting called the Annual General Meeting will be held once in every calendar year at such date and time and within the premises of the Club as may be determined by the Board. All proceedings at Annual General Meetings must only involve those Members who are physically present at the Club's premises at the date and time notified for such general meetings.

22.2 An Annual General Meeting in accordance with section 22.1 must be held within 5 months of the close of the Club's financial year.

23. GENERAL MEETINGS

23.1 All proceedings at General Meetings must only involve those Members who are physically present at the Club's premises at the date and time notified for such General Meetings.

23.2 The Board may call for a General Meeting at any time.

23.3 The Board must convene a General Meeting at the request of 5 percent of the current voting Members who are also Financial Members, not more than 2 months after such request is made provided that:

23.3.1 the request must be made in writing, must state the business of the meeting which must be consistent with this Constitution and must be

jointly signed by each of those Members eligible to request such meeting;

23.3.2 each page of any document attached to the request must be signed by at least one of the Members making such request; and

23.3.3 such request and any attachments must be delivered to the Registered Office and the Club must acknowledge receipt accordingly.

23.4 If the Board does not within 21 days of the receipt of a request under section 23.3 convene a General Meeting, then not less than 50 percent of the Members making such request must themselves convene a General Meeting provided that such meeting is held within 3 months from the date of the original request.

23.5 In all cases where a General Meeting is convened the Board and Members must act in accordance with section 23 and must at all times abide by the Act.

23.6 Any reasonable expenses incurred by those persons requesting that a General Meeting be convened must be repaid to those persons by the Club.

23.7 Subject to the provisions of the Act relating to Special Resolutions, 21 days' notice specifying the place, day and commencement time of the meeting (and in case of special business the general nature of that business), must be given to all Members entitled to attend and vote at General Meetings. Such notice must be given by post, on the Club Notice Board and on the Club Website.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 No business may be conducted or decided at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

24.2 Where a General Meeting is requested by Members in accordance with section 23.3 a quorum will be not less than 30 Members present and entitled to vote.

24.3 At any General Meeting, other than a General Meeting described in section 23.3, and at any Annual General Meeting, a quorum will not be less than 20 Members present, and entitled to vote.

24.4 Where a General Meeting has been requested by Members and that meeting has not commenced within 15 minutes of the time notified to Members because a quorum is not present, that General Meeting must be cancelled.

24.5 Where a General Meeting has been called for in any other case, section 24.4 does not apply and that General Meeting must be adjourned to the same place

at a day and time as the Board determines provided the period of adjournment of that meeting does not exceed 21 days.

24.6 Where an adjournment occurs in accordance with section 24.5 and a quorum is not present the Members who are present and entitled to vote will be a quorum and may transact the business for which the General Meeting was called.

24.7 The President will take the chair at every General Meeting and must commence to chair the meeting within 15 minutes of the time of commencement notified to Members.

24.8 If the President for any reason is not able to chair a General Meeting in accordance with section 24.7, then the most senior Director according to the list below who is present within 15 minutes of the notified time of commencement of such meeting will chair the meeting:-

(a) Vice President

(b) Captain

(c) Vice-Captain

(d) Treasurer

(e) Any Director.

24.9 Should none of the other Directors be able for any reason to chair a General Meeting then the Members present at such meeting and eligible to vote must elect one of their number to chair that General Meeting.

24.10 Every question submitted to a General Meeting must be decided by a show of hands unless a ballot is requested by 5 Members and such request may be withdrawn at any time.

24.11 If a ballot is requested in accordance with section 24.10 the ballot must occur immediately or, after an interval or adjournment or otherwise as the chairperson directs and the result will be a resolution of the General Meeting.

24.12 Should there be an equal number of votes whether by show of hands or a ballot concerning any question submitted to a General Meeting, the chairman of that General Meeting will have a second or casting vote.

24.13 A person may not attend or vote at a General Meeting or vote at an election for an Officer or Directors as the proxy of another person.

24.14 The chairperson at a General Meeting may, at the request of a majority of Members present and eligible to vote, adjourn such General Meeting, but no matters other than the matters left unfinished at the General Meeting from which the adjournment took place are to be considered at the adjourned meeting.

24.15 Any resolution passed at an adjourned General Meeting will be deemed to have been passed on the date of the adjourned General Meeting.

24.16 It will not be necessary to give notice to Members of any adjournment or the business to be transacted at an adjourned General Meeting unless such adjourned General Meeting is adjourned for 30 days or more in which case the notice of adjourned General Meeting must be given in accordance with section 23.7.

24.17 Minutes of all proceedings and resolutions declared by the chairperson to be carried at any General Meeting or adjourned General Meeting must be entered in the Club's minute book for General Meetings within 30 days of such meeting and each page signed by the chairperson. The minute book record must clearly describe the resolution and in the case of ballot state the voting numbers for and against such resolution as a conclusive documented record.

25. ACCOUNTS AND AUDIT

25.1 The Board must ensure proper financial accounts and records are kept concerning the financial affairs of the Club and in accordance with the Act, relevant taxation Acts and the Registered Clubs Act.

25.2 The financial accounts and records must be kept at the Registered Office and a current copy of all such accounts and records must be stored at a secure place elsewhere than the Club. Any such storage decisions will be at the discretion of the Board and must take account of information storage technology.

25.3 The Club will at all reasonable times make any of its accounting records available in writing and electronically for the Directors, or any other persons authorised under the Act and the Registered Clubs Act to have access to such records.

25.4 The Club must by the earlier of 4 months after the end of the Club's financial year and 14 days before each Annual General Meeting prepare and make available to each Member, subject to s.316 of the Act either:

25.4.1 A copy of the financial report required by s.295 of the Act, a copy of the Director's report required by s.298 of the Act and a copy of the Auditor's report under s.308 of the Act or;

25.4.2 A copy of the concise report that complies with s.314 (2) of the Act.

25.5 The financial year of the Club will commence on the first day of July and end on the last day in June of each calendar year or other period as the Board having regard to the Act may determine.

25.6 The Club will appoint an auditor in accordance with the Act and the auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act.

26. GENERAL MANAGER

26.1 At any time there must only be one General Manager, appointed by the Board in accordance with section 16.4, and who will also be Secretary for the purposes of the Registered Clubs Act.

27. EXECUTION OF DOCUMENTS

27.1 The Club may only execute a document or deed after a resolution of the Board to that effect.

27.2 A document to be executed by the Club must be signed by 2 Directors or, 1 Director and the General Manager.

27.3 The Club may sign a document by fixing the company seal and countersigning as required by the Act.

27.4 The Board must provide for the safe custody of the company seal.

28. NOTICES

28.1 Where required in this Constitution, the Club must give notice to any Member either personally, by post or electronic transmission at the address or addresses recorded in the register for that Member.

28.2 Where the Club gives notice to a Member personally that notice is taken to have been given to that Member on that date.

28.3 Any notice of a substantial and significant nature sent by the Club to Members in accordance with section 28 must also be posted on the Club Notice Board and Club Website as defined.

28.4 Where the Club sends a notice of a General Meeting to a Member by post, that notice is taken to have been given to that member within 3 days following the date on which the notice was posted.

28.5 The Club may give notices to Members residing outside Australia by electronic means only.

28.6 Where the Club sends a notice to a Member by electronic means the notice is taken to have been given to that Member on the day following the day on which the notice was sent.

29. INDEMNITY TO DIRECTORS (OFFICERS)

29.1 Every officer (as defined in s.9 of the Act), and every former officer of the Club must be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by them in their capacity as an officer.

29.2 Every officer must be indemnified to the full extent permitted by the Act in defending any proceedings whether civil or criminal, including legal costs.

29.3 The Club will pay a premium for a contract insuring an officer or former officer of the Club against a liability incurred by that officer provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes s.199A or s.199B of the Act.

29.4 The Club will continue to pay the premium set out in section 29.3 so long as is required to maintain the indemnity of an officer.

30. NATURE, INCOME, PROFITS AND PROPERTY OF THE CLUB

30.1 The Club is and must always remain a non-proprietary club.

30.2 The income, profits and property of the Club however derived must be applied solely towards the promotion of the Objects and no portion of any income, profits or property of the Club will be paid or transferred directly or indirectly by any means to Members.

30.3 Subject to section 30.4, nothing prevents payment by the Club in good faith of remuneration to any Directors, Members or Employees in return for services actually rendered to the Club.

30.4 No Director is entitled to receive a salary, fees or other forms of remuneration for acting as a Director or Officer, other than repayment of out of pocket expenses, except as provided in the Registered Clubs Act.

31. WINDING UP AND/OR DISSOLUTION OF THE COMPANY

31.1 Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up during the time they are a Member or within 1 year afterwards for the payment of liabilities of the Company as contracted before the time at which they cease to be a Member.

31.2 Notwithstanding the provisions stated in section 31.1, any contribution to costs, charges and expenses of winding up the Company and for the adjustment of any rights of the Members amongst themselves, must not exceed $2.00.

31.3 If upon the winding up or dissolution of the Company, there remains after the satisfaction of all debts and liabilities any income or property whatsoever such income or property will not be paid to or distributed in any form to Members.

31.4 Any income or property that remains after winding up or dissolution of the Company must be given or transferred to some other club, organisation or institution having similar objects as the Club.

31.5 A decision to act in accordance with section 31.4 must be decided upon by a majority of Members at a General Meeting, and if there is no decision at such General Meeting by the Supreme Court of New South Wales.