

**CORPORATIONS ACT 2001**  
**A Public Company Limited by Shares**

**CONSTITUTION**  
**of**  
**RYDE-PARRAMATTA GOLF CLUB LIMITED**  
**ABN 68 000 023 058**

**NAME**

1. The name of the Company (referred to as "the Club") is "Ryde-Parramatta Golf Club Limited".

**DEFINITIONS**

2. Unless the context or subject matter otherwise requires:

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

"the Board" means the members for the time being of the Club's Board of Directors.

"By-Law" means and includes regulations.

"the club noticeboard" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

"Constitution" means and includes rules.

"Director" means a member of the Board.

"financial member" means any full member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"General Meeting" includes Annual General Meeting.

"in writing" and "written" include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

"month" means calendar month.

"the office" means the registered office for the time being of the Club.

"officer" means an officer as defined in the Act.

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

"Playing Member" means a member of the Club who has a right to use the playing facilities of the Club under this Constitution or By Laws.

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to, that reference is to that provision as modified by any law for the time being in force.

"seal" means the common seal of the Club.

"Secretary" includes Acting Secretary, Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

"special resolution" has the same meaning as in the Act.

### **INTERPRETATION**

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to that 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.
5. The "replaceable rules" contained in the Act are excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. (a) Unless the context or subject matter otherwise requires:
  - (1) words indicating the male gender include the female gender and vice versa; and
  - (2) words indicating the singular include the plural and vice versa.
- (b) Headings and the index are included for convenience only and do not form part of this Constitution.

### **REQUIREMENTS OF THE REGISTERED CLUBS ACT**

7. The Club is established for the objects set out in this Constitution.
8. (a) The Club is a non-proprietary Club.
- (b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
- (a) Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the

grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 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.

- (b) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9. (a) An employee of the Club must 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 must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
10. (a) 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; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under section 23 of the Registered Clubs Act.
- (b) Liquor must 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 must not use or operate poker machines on the premises of the Club.
11. Voting by proxy is not permitted:
- (a) at any election of the Board;
  - (b) at any meeting of the Board or of a committee of the Club; or
  - (c) at any General Meeting.

## **OBJECTS**

12. The objects for which the Club is established are:
- (a) To promote and conduct the game of golf and other sports and such other amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient.
  - (b) To construct, establish, provide, maintain and conduct such golf courses, playing areas, grounds and facilities as the Club may determine and to construct, provide, establish, furnish and maintain clubhouses, pavilions and other buildings containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.
  - (c) To purchase, hire, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights or privileges or other property whether real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club and to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club.

- (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (e) To amalgamate with any other company or companies having objects altogether or in part similar to those of the Company.
- (f) To raise money by application fees, subscriptions and other charges or levies payable by members and to grant rights and privileges to members.
- (g) To promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sports, and to offer, give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments, provided that no member of the Club or other person will receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club, or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which, under the regulations affecting the said match, sporting event, trial or competition, may be awarded to that person.
- (h) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club.
- (i) To affiliate with GolfNSW and Golf Australia or other sporting associations and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting or controlling golf or other games, sports and pastimes.
- (j) To buy, make, supply, sell, repair and deal in all kinds of apparatus or materials used in connection with golf and any other sports or recreation and all kinds of provisions and refreshments both liquid and solid required or used by the members of the Club or other persons using the Clubhouse, golf course and grounds.
- (k) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (l) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the real or personal property of the Club.
- (m) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee, or become liable for the payment of the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property, both present and future.
- (n) To indemnify any person or persons, whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give that person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (o) To invest and deal with any of the money of the Club not immediately required for the purposes thereof provided such monies are invested in bank and/or Government guaranteed investments and in such manner as may be deemed fit and from time to time to vary and realise those investments.

- (p) To appoint, employ, remove or suspend such managers, clerks, secretaries, contractors and other persons as may be necessary or desirable for the purposes of the Club.
- (q) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (r) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club, or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (s) To sell or dispose of the undertaking of the Club, or any part thereof, for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (t) To insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of his or her employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claims by reason of any such risk, accident or fidelity, and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club, or the dependants or connections of any of those persons, and to grant pensions and allowances, and to pay premiums or other amounts on such insurance funds, pensions or allowances.
- (u) To make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (v) To make donations for charitable, benevolent or patriotic purposes.
- (w) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act, the Gaming Machines Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a Secretary to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.
- (x) To do all or any of the above mentioned things either alone or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agent, contractor, trustee or otherwise.
- (y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (z) To promote freedom of contract and to resist insure against counteract and discourage interference therewith and to subscribe to any association or fund for any such purposes to enter into any industrial agreement with any associations persons unions or organisations and to vary and rescind the same to submit to or contest in or before any Industrial Court or Wages or Conciliation Board whether State or Commonwealth any industrial dispute or matter or to combine with any other persons firms or companies in such submission or contest and to use the Company's funds for such purposes and to take all such steps as the Directors think fit to prevent or settle strikes or industrial disputes or matters by conciliation or otherwise.

13. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of

profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

### **SHARES**

14. The capital of the Company is \$20 divided into 10 shares of \$2 each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred qualified or special rights privileges.
15. The Company in General Meeting may from time to time increase or decrease the share capital of the company.
16. Except so far as otherwise provided by the conditions of issue or by this Constitution any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to this Constitution.
17. Subject to this Constitution the Company may from time to time, in accordance with the requirements of the Act, reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets or reducing the liability on the shares or otherwise as may seem expedient.

### **ISSUING OF SHARES**

18. The Club may issue ordinary shares pursuant to the Act.
19. Ordinary Shares shall only be issued to Directors of the Club, and those Directors shall hold the share capital beneficially and in trust for the members of the Club. Each Director shall be issued with one (1) share upon first being elected or appointed to the Board and shall hold that one (1) share in trust for the members of the Club, whilst the Director remains a current Director of the Club.
20. When a Director ceases to be a Director of the Club for any reason, the one (1) share held by the Director will be forfeited to the Company.

### **SHARE CERTIFICATES**

21. The share certificate must specify the following in accordance with Part 7.11 of the Act:
  - (a) The name of the company and the fact that it is registered under the Act;
  - (b) The class of the shares; and
  - (c) The amount (if any) unpaid on the shares;
22. The share certificate shall be issued under the seal of the Club and signed by two Directors and countersigned by the Secretary or some other person appointed by the Directors.
23. Every Director shall be entitled free of charge to one certificate for the one (1) share registered in his or her name

24. If any share certificate becomes worn out or defaced then a new share certificate may be issued in lieu thereof by the Board on production of the said worn out or defaced share certificate. If any share certificate is lost or destroyed then a statement in writing is required to the Board confirming that the certificate has been lost or destroyed and that it has not been pledged, sold, or otherwise disposed of, and on such indemnity as the Board deem adequate a new share certificate in lieu thereof shall be issued.

#### **WINDING UP**

25. The liability of the members of the Club is limited.
26. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including travelling expenses.
27. If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

#### **MEMBERSHIP**

28. The number of Full Members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
29. Not less than 25 per cent of the Full Members of the Club must at all times have the right to vote at the election of the Board
30. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
31. A person who is under the age of 18 years will not be admitted to any class of Ordinary membership except a class of Junior membership or Cadet membership.
32. All classes of membership are open to both genders.
33. Unless and until otherwise determined by the Board over time and commencing on and from the passing of the special resolution adopting this Constitution, the classes of Ordinary membership of the Club are:
- (a) Full Playing Member
  - (b) Full Playing Member – Gold Member
  - (c) Country Playing Member
  - (d) Corporate Member
  - (e) Cadet Member

- (f) Junior Member
- (g) Colt Member
- (h) Intermediate Member
- (i) 6 Day Playing Member
- (j) Partner Member
- (k) 5 Day Playing Member
- (l) 3 Day Playing Member
- (m) 2 Day Playing Member
- (n) Special Member
- (o) Social Member
- (p) Leave of Absence – All Playing Categories

34. The persons whose names at the date of the special resolution adopting this Constitution are entered in the Club's Register of Members and other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.

#### **ORDINARY MEMBERSHIP**

35. The requirements for election to the following classes of Ordinary membership are:

(a) **Full Playing Member**

A person who has attained the age of 18 years and who is elected as a Full Playing Member of the Club or transferred by the Board from another class of Ordinary membership to Full Playing membership of the Club.

(b) **Full Playing Member - Gold Member**

A person who has been:

- i. a member in any category of Playing Membership of the Club for a period of 45 consecutive years, and who is aged 75 years or more on 1 September; or
- ii. a member in any category of Playing Membership of the Club for a period of not less than 50 years as at 1 September each year.

(c) **Country Playing Member**

A person who has attained the age of 18 years whose ordinary place of residence is outside a radius of 80 kilometres from the Club and who is elected by the Board as a Country Playing member. Any person elected as a Country Playing Member who subsequently resides within a radius of 80 kilometres of the Club for more than three months shall cease to be entitled to remain a Country Playing Member but shall be entitled to transfer to another class of membership for which the person is qualified

(d) **Corporate Member**

A person who has attained the age of 18 years and who is nominated by a corporate or other sponsor of the Club and who is elected by the Board as a Corporate Member or a replacement Corporate Nominee Member elected as a Corporate



Member in accordance with this Constitution. A Corporate Member will not be eligible to attend or vote at General Meetings of members of the Club or to stand for election to the Board.

(e) **Cadet Member**

A person who is under the age of 14 years who is elected by the Board to Cadet membership of the Club and who satisfies the Board that the person will take part in regular sporting activities organised by the Club.

(f) **Junior Member**

A person who has attained the age of 14 years and is under the age of 18 years who is elected by the Board or transferred by the Board from another class of Ordinary membership to Junior membership of the Club and who satisfies the Board that the person will take part in regular sporting activities organised by the Club.

(g) **Colt Member**

A person who has attained the age of 18 years and is under the age of 21 years who is elected by the Board or transferred by the Board from another class of Ordinary membership to Colt membership of the Club and who satisfies the Board that the person will take part in regular sporting activities organised by the Club.

(h) **Intermediate Member**

A person who has attained the age of 21 years and is under the age of 25 years who is elected by the Board or transferred by the Board from another class of Ordinary membership to Intermediate membership of the Club and who satisfies the Board that the person will take part in regular sporting activities organised by the Club.

(i) **6 Day Playing Member**

A person who has attained the age of 18 years and who is elected by the Board as a 6 Day Member, or transferred by the Board from another class of Ordinary membership to a 6 Day Membership.

(j) **Partner Member**

A person who has is a partner of a Full Playing, Life or 6 Day Member, who has attained the age of 18 years and who is elected as a Partner Member of the Club or transferred by the Board from another class of Ordinary membership to Partner membership of the Club.

A partner is defined as a husband or wife, de facto partner or partner of the same sex living in a bona fide domestic arrangement with the Full Playing, Life, or 6 Day Member.

(k) **5 Day Playing Member**

A person who has attained the age of 18 years and who is elected by the Board as a 5 Day Member, or is transferred by the Board from another class of Ordinary membership, to 5 Day Membership.

(l) **3 Day Playing Member**

A person who has attained the age of 18 years and who is elected by the Board as a 3 Day Member, or transferred by the Board from another class of Ordinary membership, to a 3 Day Membership.

(m) **2 Day Playing Member**

A person who has attained the age of 18 years and who is elected by the Board as a 2 Day Member, or is transferred by the Board from another class of Ordinary membership to a 2 Day Membership.

(n) **Special Member**

A person who has attained the age of 18 years and who is elected by the Board on such terms and conditions as the Board shall determine from time to time. The Board may terminate Special membership of any person at any time.

(o) **Social Member**

A person who has attained the age of 18 years and who is elected as a Social Member of the Club or transferred by the Board from another class of Ordinary membership to Social membership of the Club.

(p) **Leave of Absence – All Playing Categories**

A member may by submitting a written request to the Board, apply for leave of absence. If approved, an annual fee as determined by the Board from time to time is payable. Provided the fee is paid by the due date, the membership will remain open until the member wishes to return to a Playing Membership category. Upon return to playing membership the member will be returned to their original category if a place is available. If no place is available they will be offered the next available category but will be given priority to the original category when a vacancy becomes available.

36. For the purposes of Rule 35, continuous membership refers to a continuous period of membership that is not broken by becoming an unfinancial member of the Club. Membership will not be considered broken by any period held as a Leave of Absence Member or as a Special Member, however, the period as a Leave of Absence Member or Special Member shall not be taken into account in respect of the continuous period of membership.

### **LIFE MEMBERSHIP**

37. Life Members are members who have rendered outstanding service to the Club and have been elected as such by a resolution carried by a two-thirds majority of those members present and entitled to vote and voting at a General Meeting of the Club, following the submission to that meeting of an appropriate recommendation by the Board.
38. A Life Member will have all the entitlements, rights and privileges of a Full Playing Member. In addition, a Life Member will be exempt from payment of annual subscriptions.

### **RIGHTS OF MEMBERS**

39. (a) Financial Full Playing Members, Full Playing Gold Members, 6 Day Playing and Life Members only, will be entitled:
- (1) to attend and to vote on all matters at General Meetings, including Annual General Meetings; and

(2) to vote at the election of the Board.

Provided that if a member has any instalments of the entrance fee outstanding, then that member will not be entitled to exercise the voting rights referred to in this Rule until all such instalments are paid.

- (b) Financial Country Playing, 5 Day Playing, 3 Day Playing, 2 Day, Intermediate and Partner Members shall be entitled to attend any General Meeting, including the Annual General Meeting, however would not be entitled to vote at General Meetings.
- (c) All other classes of Ordinary membership have no voting rights or the right to attend any General Meeting of the Club.

40. Each member who is entitled to vote has one vote, but cannot vote by proxy.

41. (a) The rights of members in the various categories to use the playing facilities of the Club are as the Board may determine from time to time by By-Law or otherwise.

(b) The rights of members to use the social facilities and amenities of the Club are as the Board may determine from time to time by By-Law or otherwise.

(c) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:

- (1) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
- (2) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

### **HONORARY MEMBERSHIP**

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

- (a) the Patron or Patrons for the time being of the Club;
- (b) any prominent citizen or local dignitary.

43. (a) The Board may exempt Honorary Members from any obligation or liability with respect to the payment of entrance fees and subscriptions.

(b) Honorary Members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Honorary Members are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.

(d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:

- (1) the name in full, or the surname and initials, of the Honorary Member;

- (2) the residential address of the Honorary Member;
- (3) the date on which Honorary membership is conferred;
- (4) the date on which Honorary membership is to cease.

### **TEMPORARY MEMBERSHIP**

44. The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose ordinary place of residence in New South Wales is at least 5 kilometres from the Club's premises or a greater distance as the Board may determine by By-Law;
  - (b) a full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (d) an interstate or overseas visitor.
45. (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.
- (b) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.
  - (d) A person under the age of 18 years will not be admitted as a temporary member other than pursuant to Rule 44(c).
  - (e) When a temporary member (other than a temporary member admitted pursuant to Rule 44(c) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
    - (1) the name in full, or the surname and initials, of the temporary member;
    - (2) the residential address of the temporary member;
    - (3) the date on which temporary membership is granted;
    - (4) the signature of the temporary member.

## PROVISIONAL MEMBERSHIP

46. (a) A person may be admitted to provisional membership of the Club pending the Board's decision in relation to his or her application for ordinary membership. The requirements for admission to provisional membership are:
- (1) the person has applied for a class of ordinary membership on the Club's nomination form; and
  - (2) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Should a person who is admitted as a provisional member not be elected to ordinary membership of the Club within 4 weeks from the date of depositing the nomination form at the office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a provisional member. The entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of ordinary membership applied for.
- (d) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Provisional members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

## GUESTS

47. (a) Other than those members under the age of 18 years, members will have the privilege of introducing guests to the Club. However, a temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the temporary member is a responsible adult.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-Law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member will be responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-Laws from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club. For example, the By-Laws may prescribe the maximum number of times each member may introduce a guest or the maximum number of guests whom each member may introduce.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest. In the case of a guest of a temporary member, that person must remain in the company and immediate presence of the temporary member.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.

- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
  - (1) the name in full, or the surname and initials of the given names, of the guest;
  - (2) the residential address of the guest;
  - (3) the date of that day;
  - (4) the signature of that member.
- (i) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

#### **PATRON**

- 48. (a) The Board may appoint a patron or patrons of the Club, or remove any or all of them from time to time.
- (b) A Patron who is not a full member of the Club will be deemed to be an Honorary Member while he or she remains a Patron.

#### **ELECTION OF MEMBERS**

- 49. A person must not be admitted as an Ordinary member of the Club unless that person is elected to membership at a meeting of the Board or of a duly appointed committee, the names of those Board or committee members present and voting at that meeting being recorded by the Secretary.
- 50. Nominations of candidates for Ordinary membership must be proposed and seconded as follows:
  - (a) A candidate for membership of the Club as a Full Playing Member, 6 Day Playing Member, 5 Day Playing Member, 2 Day Playing Member, Intermediate Member, Cadet Member, Junior Member, or Colt Member will be proposed by one and seconded by another Playing Member.
  - (b) A candidate for membership as a Partner member will be proposed by the candidate's partner, who must be a Full Playing member or a 6 Day member. No seconder is required.
  - (c) Notwithstanding the requirements of sub-clause (a), if a candidate for membership as a Colt member, Cadet member or Junior member is nominated by the parent or guardian of the candidate, then the parent or guardian must be in a Playing Membership class. No seconder is required.
  - (d) If a candidate for membership of the Club is unable to obtain suitably qualified proposers and seconders, the application may be submitted but must be accompanied by three (3) written references from people who have personally known the applicant for a period of at least three (3) years.

- (e) The nomination of a candidate for membership of the Club who is under the age of 18 years may only be proposed and seconded in accordance with this Rule by members who have themselves attained the age of 18 years or more.
  - (f) The number of persons in each category of Ordinary membership will be determined by the Board from time to time.
51. (a) Every application for Ordinary membership must be on a nomination form approved by the Board.
- (b) The nomination form will contain those particulars which the Board may determine from time to time. The nomination form will as a minimum include the full name, date of birth, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Club's Constitution.
  - (c) The nomination form must be signed by the proposer, seconder and candidate where required.
  - (d) The Secretary must cause the name and address of the candidate to be displayed on the club noticeboard or in some other conspicuous place in the clubhouse for a continuous period of not less than 7 days before the election of the candidate as an ordinary member.
  - (e) An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election.
  - (f) The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
  - (g) The Board has power to make By-Laws regulating all matters in connection with the election of a member not otherwise provided for in this Constitution.
52. When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-Laws from time to time in force.

#### **TRANSFER OF MEMBERSHIP**

53. (a) The Board may, at its discretion, on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of ordinary membership to another class of ordinary membership. The Board may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.
- (b) The Board may appoint a committee to exercise the Board's powers in relation to the transfer of membership.

#### **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

54. Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not specifically provided for in this Constitution.
55. (a) Subject to subclauses (b) and (c) herein, the Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by all

classes of membership of the Club. However, the amount payable by Ordinary members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.

- (b) For all classes of membership, other than Social membership, the maximum that the Board can increase the annual subscription for that class in any year is ten per cent (10%) on the amount of the previous year's subscription.
  - (c) For those members who qualify as a Senior member in any category of playing membership, the Board shall have the power to set a reduced subscription, as determined by the Board from time to time. A member qualifies as a Senior member if the member has attained the age of 60 years, and has been a member of the Club for a period of not less than 25 continuous years of membership.
  - (d) With respect to persons under an age limit as determined by the Board from time to time, the Board shall have the power to set a reduced entrance fee or no entrance fee or a reduced annual subscription, for the purposes of encouraging such persons in that age category to join the Club or to remain as members of the Club.
  - (e) The Board has power to impose levies and charges on members for general or special purposes, including the power to impose a bar or house annual fee prescribing the minimum payment by each class of membership, as determined by the Board, and an administration fee as determined by the Board where annual subscriptions are paid by instalments.
56. The Board may at any time or times suspend or reduce the payment of entrance and/or subscription fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
57. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member.
- (b) If the member pays the subscription or other money within one month after the due date for payment, that member will again be a financial member.
- (c) If the subscription or other money remains unpaid after one month from the due date for payment (or any further time which the Club in its absolute discretion may permit), the defaulting member will lose all privileges of membership and will cease to be a member of the Club.

#### **ADDRESSES OF MEMBERS**

58. A member must advise the Secretary of any change in his or her address.

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

59. The Club will keep the following registers pursuant to the Registered Clubs Act:
- (a) a register of persons who are full members of the Club, which sets out the name in full, the occupation and address of each full member and, if the member is an ordinary member, the date on which that member last paid the fee for membership of the Club;
  - (b) a register of persons who are honorary members;
  - (c) a register of persons who are temporary members;



- (d) a register of persons of or above the age of 18 years who enter the Club's premises as guests of members.

### **DISCIPLINARY PROCEEDINGS**

- 60. (a) The Board has power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
  - (1) has refused or neglected to comply with any provision of this Constitution or the By-Laws; or
  - (2) is guilty of any conduct which is prejudicial to the Club's interests; or
  - (3) is guilty of any conduct which is unbecoming of a member; or
  - (4) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
  - (1) The Club must give written notice to the member of any charge against that member under this Rule, at least 14 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
  - (2) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
  - (3) At the meeting, the member charged is entitled to call witnesses in his or her defence. The member charged has the right to hear any evidence against him or her and to cross examine witnesses regarding their evidence.
  - (4) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless at least a two thirds majority of the Directors present vote in favour of that resolution.
  - (5) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any written representations made to it by the member charged.
  - (6) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
  - (7) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
  - (8) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.

- (c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(1), the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
  - (d) The Board may appoint a disciplinary committee consisting of not less than 3 Directors to exercise the Board's powers in relation to disciplinary proceedings. A quorum for a meeting of the disciplinary committee is 3 Directors.
61. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has power to suspend any person's membership and remove that member from the Club's premises:
- (1) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
  - (2) whose presence on the Club's premises in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
  - (3) who has engaged or used any part of the Club's premises for an unlawful purpose; or
  - (4) who has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.
- (b) The Secretary or the senior employee who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to Rule 61(b) or for 6 weeks, whichever is the earlier.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

62. (a) A member may at any time by giving notice in writing to the Club resign from membership of the Club. The member's resignation will take effect from the date on which it is received by the Club
- (b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, neglecting to pay the entrance fee or subscription, or for any other reason) will upon and by reason of that cessation of membership forfeit all rights as a member of the Club. However, the person will remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.
- (c) When a person ceases to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members.
- (d) The Board may at its discretion determine to refund part or all of the member's paid fees for the balance of the subscription year from which his or her resignation takes effect.

## **BOARD**

63. From the election of the Board of Directors in 2011 and thereafter, the business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of 7 Directors, consisting of the President, Captain, Treasurer and 4 Ordinary Directors.
64. The seniority of office will be:
- (a) President
  - (b) Captain
  - (c) Treasurer
65. A person will not be elected or hold office as a member of the Board unless that person is a Full Playing Member, Full Playing Gold Member or a Life Member of at least 5 years continuous membership at the time of nomination or appointment.
66. A member is ineligible to be nominated or elected to the Board if that member:
- (a) is currently under suspension at the date of or nomination or election to the Board;  
or
  - (b) has at any time been convicted of an indictable offence.
67. A member who is not a financial member is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial. A member who already holds office as a Director and is suspended will be able to perform only the duties of a Director until his or her term of office expires and will not be able to enjoy the benefits of membership whilst suspended.
68. (a) The Directors' terms of office will be until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire.
- (b) The Directors holding office at the date of the special resolution adopting this Constitution will continue to hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire.
- (c) A retiring Director will (subject to this Constitution) be eligible for re-election.

## **ELECTION OF THE BOARD**

69. The election of the Board, when required, will be conducted in the following manner:
- (a) Each nomination must be in writing containing such information as the Board from time to time prescribes (such as a written profile and current photograph of the nominee) and signed by a proposer and seconder who must each be a financial member in any of the classes of Full Playing Membership, which are eligible themselves to stand for election to the Board and have not less than 12 months standing in aggregate in this category of membership immediately prior to the signing of the nomination and signed by the nominee who will therein state that he or she consents to the nomination.
  - (b) Nominations will close not less than 28 days prior to the Annual General Meeting.
  - (c) The Secretary will as soon as practicable after the close of nominations post the names of the duly nominated candidates on the Club Notice Board.

- (d) Members eligible to be nominated for the Board may be nominated for more than one office. In the event of the candidate being elected to the senior office, he or she will be deemed to have been eliminated from candidature to the junior office. The order for election to office is: President, Captain, Treasurer and Ordinary Directors.
  - (e) If at the close of nominations the number of candidates nominated for any office is the same as the number to be elected to that office, the candidate or candidates so nominated will be declared elected at the Annual General Meeting.
  - (f) If at the close of nominations the number of candidates nominated for any office is less than the number to be elected to that office, the candidates so nominated will be declared elected at the Annual General Meeting. Any shortfall in nominations for vacant positions for the Board shall be filled by the Board as casual vacancies pursuant to Rule 96 of this Constitution.
  - (g) If at the close of nominations the number of candidates nominated for any office exceeds the number required to be elected to that office, a ballot for the office will be held subject to the following requirements:
    - (1) The election for the Board of Directors shall be conducted at the Annual General Meeting;
    - (2) The position of the names of candidates on the ballot paper will be determined by lot by the Secretary or Returning Officer;
    - (3) The candidate who receives the highest number of votes on the 'first past the post' method of voting shall be elected.
    - (4) In the event of an equality of votes in favour of 2 or more candidates, the Returning Officer will reconduct the election for that position at the Annual General Meeting. If there is a further equality of votes in that election then the Returning Officer will draw lots between the candidates having an equality of votes to ensure the election of the number required to fill the vacancies;
    - (5) The ballot will be counted by the Secretary or Returning Officer and at least two scrutineers (who will not be candidates) appointed by the Board;
    - (6) A candidate for office is ineligible to be appointed as the Returning Officer or as a scrutineer.
70. The Board has the power to make By-Laws regulating all matters in connection with the conduct of any election not otherwise provided by this Constitution.

### **POWERS OF THE BOARD**

- 71. The Board is responsible for the management of the Club's business and affairs.
- 72. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company provided that such moneys so raised, borrowed or secured shall not exceed 100 times the annual Full Playing Member subscription without the sanction of a General Meeting.
- 73. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of those Directors or full members of the Club as it thinks fit and may revoke that delegation.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as it thinks fit.
- (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the Club's affairs 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.
- (d) To determine who will 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.
- (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (f) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it thinks fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
- (g) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (h) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested, to define and limit the persons eligible for membership of any section or committee, to fix or approve a supplementary subscription or a charge for membership of any section or committee, and to terminate or change the composition of any section or committee.
- (i) To set the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club.
- (j) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (k) To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (l) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.
- (m) 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 any of the lands and buildings or other property or rights to which the Club may be entitled from time to time subject to the Registered Clubs Act.

## **BY-LAWS**

74. The Board has power to make By-Laws not inconsistent with this Constitution which in the Board's opinion 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 Club's members, and from time to time to amend or rescind any By-Laws. Without limiting the generality of the Board's power, the By-Laws may relate to the following matters:
- (a) those matters as the Board is specifically by this Constitution empowered to regulate by By-Law;
  - (b) the general management and control of the Club's trading activities;
  - (c) the management and control of the Club's premises;
  - (d) the management and control of play and dress on the Club's premises;
  - (e) the upkeep and control of the Club's property;
  - (f) the management and control of all competitions;
  - (g) the conduct of members and guests of members;
  - (h) the privileges to be enjoyed by members;
  - (i) the relationship between members and the Club's employees;
  - (j) the control and regulation of the Club's sections and committees and their conduct and activities; and
  - (k) generally all those matters as are commonly the subject matter of club constitutions or By-Laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the members of the Club in General Meeting.
75. The Board has power to enforce the observance of all By-Laws in accordance with the disciplinary proceedings provisions of this Constitution.
76. Any By-Law made under this Constitution comes into force and has the full authority of a By-Law of the Club on being posted on the club noticeboard.

## **SECTIONS AND COMMITTEES**

77. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on those terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
78. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
79. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
80. Subject to the Board's absolute control and supervision, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as

the Board may require from time to time). Each section or committee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.

81. The constitutions and By-Laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by a resolution of the Board.
82. A committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless the Board prescribes otherwise.
83. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

#### **PROCEEDINGS OF THE BOARD**

84. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in every one calendar month. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
85. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
86. The President is entitled to preside as the chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, the Captain will be entitled to preside as the chairman. If the Captain is not present or being present is unwilling or unable to act, the Directors present may elect their own chairman.
87. The quorum for a meeting of the Board is four (4) Directors.
88. The President (or, in his or her absence, the Captain) may call a meeting of the Board at any time. The Secretary must call a meeting of the Board upon the request of not less than 3 Directors.
89. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. In the event of an equality of votes, the chairman of the meeting will have a second vote in addition to a first vote.
90. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
91. (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution will be as valid and effectual as if it had been passed at a meeting of the Board duly called and held.

- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
  - (c) The resolution is passed when the last Director signs.
92. (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, paragraph (b) does not apply to an interest:
    - (1) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
    - (2) 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:
    - (1) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
    - (2) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
  - (e) Paragraph (d) does not apply if:
    - (1) 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
    - (2) 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 THE BOARD**

93. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint



another person in his or her place. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.

94. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
  - (b) 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;
  - (c) 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;
  - (d) 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;
  - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
  - (f) by notice in writing given to the Club, resigns from office;
  - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
  - (h) becomes an employee of the Club;
  - (i) ceases to hold a qualification by which that person was appointed to or elected to office;
  - (j) is convicted of an indictable offence or is made bankrupt;
  - (k) ceases to be a financial member; or
  - (l) ceases to be a Full Member.
95. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.
96. 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:
- (a) to increase the number of Directors to the quorum; or
  - (b) to call a General Meeting.

### **GENERAL MEETINGS**

97. A general meeting known as the Annual General Meeting will be held at least once in every calendar year at such date, time and place as the Board may determine, but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings will be known as General Meetings.
98. (a) The Board may whenever it thinks fit call a General Meeting.
- (b) Not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who have a right to vote at General Meetings, may request

the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:

- (1) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the office;
- (2) separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (3) if the Board does not within 21 days from the date of deposit of the request duly proceed to call the meeting to be held not later than 2 months after the deposit, members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting;
- (4) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than 3 months from the date of deposit of the request.

99. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the date, time and place for the meeting. The Club's Auditor must also receive notice of the meeting.
- (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.
- (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

#### **QUORUM FOR GENERAL MEETINGS**

100. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (a) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote; and
  - (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 10 members of the Club who are present and entitled to vote.
101. (a) If the required quorum is not present within 30 minutes from the time appointed for any General Meeting, the meeting:
- (1) if called upon the request of members will be dissolved; or
  - (2) in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the Board specifies.
- (b) If the required quorum is not present at the resumed meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.

## PROCEEDINGS AT GENERAL MEETINGS

102. The business of any Annual General Meeting may include:
- (a) confirmation of the minutes of the previous General Meeting;
  - (b) receipt and consideration of the reports prescribed by section 317 of the Act;
  - (c) election of the Board;
  - (d) appointment (if required) of the Auditor;
  - (e) any business of which due notice has been given;
  - (f) any business approved by the meeting.
103. The President is entitled to preside as the chairman at any General Meeting. If the President is not present within 15 minutes after the appointed time for the meeting or being present is unwilling or unable to act, the Captain will be entitled to preside as the chairman. If the Captain is not present within 15 minutes after the appointed time or being present is unwilling or unable to act, the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the appointed time or being present is unwilling or unable to act, the members present will elect one of their number to preside as the chairman.
104. At a General Meeting, a poll on any resolution may be demanded by the chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the chairman will have a second vote in addition to a first vote.
105. At a General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
106. (a) If a poll is demanded at a General Meeting, the poll must be taken in that manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and that determination made in good faith will be final and conclusive.
107. (a) The chairman of a General Meeting at which a quorum is present may with the consent of the meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (b) No business will be transacted at any resumed meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at any resumed meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.

- (d) When a meeting is adjourned, new notice of the resumed meeting is required only if the meeting is adjourned for one month or more.

108. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

### **FINANCIAL RECORDS AND AUDIT**

109. The Board must cause written financial records to be kept with respect to the Club's financial affairs in accordance with the Act and the Registered Clubs Act.

110. The financial records will be kept at the office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records.

111. The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send or otherwise make available to each member of the Club, as required by 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.

112. The Club's financial year will commence on the first day of September and end on the last day of August in the following year.

113. 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.

### **TREASURER**

114. The Treasurer will supervise the financial affairs of the Club in such manner as the Board may from time to time determine.

### **SECRETARY**

115. The Board must appoint one but not more than one Secretary who is the General Manager of the Club.

### **EXECUTION OF DOCUMENTS**

116. The Board must provide for the safe custody of the seal.

117. (a) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:

- (1) 2 Directors; or
- (2) one Director and the Secretary.

(b) The Club may execute a document (including a deed) without using the seal if that document is signed by:

- (1) 2 Directors; or

- (2) one Director and the Secretary.

118. The Club may only fix the seal to a document after a resolution of the Board to that effect.

### **NOTICES**

119. The Club may give a notice to any member either:

- (a) personally; or
- (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.

120. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.

(b) Where the Club sends a notice by post, the notice is taken to have been given to the member:

- (1) in the case of a notice of meeting, on the day following that on which the notice was posted; or
- (2) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

(c) 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.

121. 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 noticeboard will be deemed to be notice to the member at the expiration of 24 hours after it is posted.

### **INDEMNITY TO OFFICERS**

122. (a) Every person who is or was an officer of the Club 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:

- (1) a liability owed to the Club or a related body corporate; or
- (2) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
- (3) 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 of the Club 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:

- (1) 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

- (2) in defending or resisting criminal proceedings in which the person is found guilty; or
  - (3) 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
  - (4) 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:
- (1) conduct involving a wilful breach of duty in relation to the Club; or
  - (2) a contravention of sections 182 or 183 of the Act.

### **COPY OF CONSTITUTION**

123. The Club will give a copy of this Constitution to any full member within 7 days if that member:
- (a) asks the Club, in writing, for a copy; and
  - (b) pays a fee (up to the fee prescribed by the Act) if required by the Club.

### **AMENDMENTS TO CONSTITUTION**

124. This Constitution may only be amended by a resolution which is proposed as a special resolution and passed by a three-quarters majority of Full Playing Members, Full Playing Gold Members, 6 Day Playing and Life Members being present and voting at a General Meeting.

### **MAJOR COURSE UPGRADE**

125. The Master Plan for upgrade of the Course, as accepted and approved at the Meeting of members held on 12 August 1997, cannot be amended unless approval for the amendment is given by eligible members voting by Ordinary Resolution in a General Meeting.

### **CLUBHOUSE MASTER PLAN**

126. The Master Plan for the upgrade of the Clubhouse as accepted and approved at the meeting of members held on 20 November 2007, cannot be amended unless approval for the amendment is given by eligible members voting by Ordinary Resolution in a General Meeting.

## RYDE-PARRAMATTA GOLF CLUB LIMITED

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