CONSTITUTION OF CORAKI GOLF CLUB LIMITED ACN 001 052 660

A Company Limited by Guarantee
and not having a Share Capital

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1. NAME OF COMPANY

1.1 The name of the Company is Coraki Golf Club Limited.

2. DEFINITIONS

2.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

(a) **"The Act"** means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

(b) **"The Board"** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

(c) "**By-Laws**" shall mean the By-laws made in accordance with this Constitution.

(d) "**The Club**" means Coraki Golf Club Limited ACN 001 052 660.

(e) "**Board Secretary**" means that person elected to the position of Secretary to the Board of Directors for the purposes of the conducting of Board business only and excludes the position of "Secretary" as defined in (p) below.

(f) "**Club Notice Board**" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

(g) "**Constitution**" means this Constitution.

(h) "**Financial Year**" of the Club and any sub club or other entity created under this Constitution shall commence on the first day of October in each year and end on the last day of September in the following year or such other period as having regard to the Act, the Board may determine.

(i) "**Membership Year**" shall commence on the first day of January and end on the last day of December of that same year or such other period as the Board may determine.

(j) "**Full member**" means any person who is in one of the categories of membership referred to in Rule 10.3.

(k) "**Gaming Machines Act"** means the Gaming machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

(l) "**Month**" except where otherwise provided in this Constitution means calendar month.

(m) "**The Office**" means the registered office for the time being of the Club.

(n) "**Registered Clubs Act**" means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

(o) "**Rules**" means the rules comprising this Constitution.

(p) "**Secretary**" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

(q) "**Special Resolution**" has the meaning assigned thereto by the Act.

(r) "**Sub club**" means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 27.3(n) is or has been established and is affiliated or becomes affiliated with the Club.

2.2 **"Financial member"**. A member shall not be a financial member of the Club if:

(a) the member's subscription or any part thereof has not been paid in accordance with Rule 16.2; or

(b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain unfinancial for the purposes of Rule 17 until the full amount owing is paid to the Club.

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

3. PRELIMINARY

3.1 The Company shall be a non-proprietary company.

3.2 The Company is established for the purposes set out in this Constitution.

3.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

3.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

4. OBJECTS

4.1 The objects of the Club are:

(a) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Club may think requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.

(b) To promote and conduct the game of golf and such other sports, games, amusements and entertainments, pastimes and recreations, indoor and outdoor as the Club may deem expedient.

(c) To construct, establish, provide, maintain and conduct such golf courses, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either resident or otherwise as the Club may from time to time determine.

(d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.

(e) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.

(f) 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 contribute towards prizes, medals and awards and to 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 shall 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 game, match, sporting event or competition may be awarded to him.

(g) 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 this Club. Provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of clause 4 of this Memorandum.

(h) To affiliate with GolfNSW and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting and or controlling golf and or other games, sports and pastimes.

(i) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.

(j) To buy, prepare, make, supply, sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports, games or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the course, grounds, club houses or premises of the Club.

(k) To purchase, take or lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.

(l) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.

(m) To borrow or raise and secure the payment of money in such manner as the Club shall think fit, in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.

(n) 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 money or for the performance of any obligations and generally to transact all kinds of guarantee business and for the purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.

(o) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any person liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.

(p) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.

(q) To hire, employ and dismiss secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.

(r) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act.

(s) 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.

(t) To promote any company or companies for the purposes of acquiring all or any of the property rights and liabilities of the Club or for any other purposes which may seem directly or indirectly calculated to benefit the Club.

(u) Subject to the Act and the Registered Clubs Act, to sell, 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.

(v) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claim 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 of connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.

(w) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.

(x) To do all or any of the above-mentioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees 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.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding one dollar ($1.00) if the Club is wound up:

(a) while he or she is a member of the Club; or

(b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

(a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and

(b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

(a) not be transferred, paid to or distributed among the members;

(b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:

(a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof

(b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.

8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.

8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution 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 II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:

(a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;

(b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

(c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

(d) of reasonable and proper rent for premises demised or let by any member to the Club.

8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:

(a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;

(b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;

(c) interest at the rate referred to in Rule 8.5(c) above on any money lent by the director of the Club;

(d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;

(e) rent referred to and in accordance with Rule 8.5(d).

9. LIQUOR & GAMING

9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 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(1) of the Registered Clubs Act.

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

9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution 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.

9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

9.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP

10.1 The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.

10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior member or Cadet member in accordance with this Constitution.

10.3 The Full membership of the Club shall be divided into the following categories:

(a) Playing members; and

(b) Country members;

(c) Colt members;

(d) Junior members;

(e) Cadet members;

(f) Social members;

(g) Life members.

10.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

(a) Provisional members; and

(b) Honorary members;

(c) Temporary members.

10.5 As from the date of the Special Resolution adopting this Constitution those members recorded in the Register of Members as "Non Playing members" shall be known as "Social members" and the Register of Members shall be amended to reflect this.

PLAYING MEMBERS

10.6 Playing members shall be persons who have attained the age of eighteen (18) years and are elected to Playing membership of the Club.

10.7 Playing members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

10.8 Playing members are entitled to:

(a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and

(b) attend and vote at Annual General Meetings and general meetings of the Club;

(c) subject to Rule 25.3, nominate for and be elected to hold office on the Board;

(d) vote in the election of the Board;

(e) vote on any special resolution to amend this Constitution;

(f) propose, second, or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership;

(h) introduce guests to the Club.

COUNTRY MEMBERS

10.9 Country members shall be persons who have attained the age of eighteen (18) years and who:

(a) were Country members of the Club on the date that the Special Resolution adopting this new Constitution was passed; or

(b) have the qualification referred to in paragraph 10.10 and are elected to Country Playing membership of the Club.

10.10 Persons who satisfy the Board that their permanent place of residence is not less than sixteen (16) kilometres radius from the Club shall be the only persons eligible to be elected or transferred by the Board to Country membership.

10.11 Country members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

10.12 Country members are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) attend and vote at Annual General Meetings and general meetings of the Club;

(c) vote in the election of the Board;

(d) introduce guests to the Club;

(e) subject to Rule 25.3, nominate for and be elected to hold office on the Board.

COLT MEMBERS

10.13 Colt members shall be persons who have attained the age of eighteen (18) years but who have not attained the age of twenty-five (25) years and are elected to Colt membership of the Club.

10.14 Colt members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

10.15 Colt members are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) attend and vote at Annual General Meetings and general meetings of the Club; or

(c) vote in the election of the Board;

(d) introduce guests to the Club;

(e) subject to Rule 25.3, nominate for and be elected to hold office on the Board.

10.16 Upon attaining the age of twenty-five (25) years a Colt member shall be transferred to another category of membership of the Club for which the Colt member has the necessary qualifications.

JUNIOR MEMBERS

10.17 Junior members shall be persons who have attained the age of fifteen (15) years but who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.

10.18 Junior members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

10.19 A person shall not be admitted as a Junior member of the Club unless the Board:

(a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club of the Club; and

(b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club;

(c) is satisfied that that person will take part in regular sporting activities organised by the Club or a sub club of the Club.

10.20 Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:

(a) attend and vote at any meeting of the Club; or

(b) nominate for or be elected to hold office on the Board;

(c) vote on any special resolution to amend this Constitution;

(d) propose, second or nominate any eligible member for any office of the Club;

(e) propose, second or nominate any eligible member for Life membership;

(f) introduce guests to the Club.

10.21 Upon attaining the age of eighteen (18) years a Junior member shall be transferred to another category of membership of the Club for which the Junior member has the necessary qualifications.

CADET MEMBERS

10.22 Cadet members shall be persons who have not attained the age of fifteen (15) years and are elected to Cadet membership of the Club.

10.23 Cadet members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

10.24 A person shall not be admitted as a Cadet member of the Club unless the Board:

(a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club of the Club; and

(b) has received from that persons parent or guardian written consent to that person becoming a Cadet member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club;

(c) is satisfied that that person will take part in regular sporting activities organised by the Club or a sub club of the Club.

10.25 Subject to the provisions of the Registered Clubs Act, a Cadet member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:

(a) attend and vote at any meeting of the Club; or

(b) nominate for or be elected to hold office on the Board;

(c) vote on any special resolution to amend this Constitution;

(d) propose, second or nominate any eligible member for any office of the Club;

(e) propose, second or nominate any eligible member for Life membership;

(f) introduce guests to the Club.

10.26 Upon attaining the age of fifteen (15) years a Cadet member shall be transferred to Junior membership of the Club.

SOCIAL MEMBERS

10.27 Social members shall be persons who have attained the age of eighteen (18) years and are elected to Social membership of the Club.

10.28 Social members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

10.29 Social members are entitled to:

(a) such social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests to the Club.

10.30 Social members are not entitled to:

(a) attend and vote at Annual General Meetings and general meetings of the Club; or

(b) nominate for and be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any special resolution to amend this Constitution;

(e) propose, second, or nominate any eligible member for any office of the Club;

(f) propose, second or nominate any eligible member for Life membership.

10.31 The Board may, by resolution, terminate the membership of any Social member at any time without having to provide any reason provided that:

(a) the Board, at its discretion, is satisfied that the Social member is not suitable for membership of the Club;

(b) any Social member who has had their membership terminated pursuant to this Rule 10.31 shall be entitled to a refund of membership fees for the unexpired portion of his or her membership fees;

(c) the Secretary shall cause a notice to be given in writing to the Social member advising the Social member that their membership has been terminated and shall cause the refund of membership fees referred to in paragraph (b) of this Rule 10.31 to be forwarded or posted to such person.

10.32 Neither the provisions of Rule 20 nor the rules of "natural justice" shall apply to any resolution to terminate the membership of any person who is a Social member pursuant to Rule 10.31.

LIFE MEMBERS

10.33 A Life member shall be any member who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

10.34 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.35 Candidates for Life membership shall be proposed by one and seconded by another Playing member or Life member.

10.36 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.37 If a nomination for Life membership is approved by a resolution passed by not less than a two-thirds majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.

10.38 Every Life member shall be entitled to all the rights and privileges of a Playing member.

10.39 A Life member is relieved from the payment of any annual subscription.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.

11.2 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications.

11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

11.5 Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS

12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.

12.3 Provisional members shall be entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests into the Club.

12.4 Provisional members shall not be entitled to:

(a) attend and vote at Annual General Meetings and general meetings of the Club; or

(b) nominate for and be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any special resolution to amend this Constitution;

(e) propose, second, or nominate any eligible member for any office of the Club;

(f) propose, second or nominate any eligible member for Life membership.

13. HONORARY MEMBERS

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

(a) the patron or patrons for the time being of the Club; or

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

13.2 Honorary members shall only be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.

14. TEMPORARY MEMBERS

14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

(a) Any person whose permanent place of residence in New South Wales is not less than a distance of sixteen (16) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.

(b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.

(c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

(d) Any interstate or overseas visitor.

14.2 Temporary members shall not be required to pay an entrance fee or annual subscription.

14.3 Temporary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.

14.4 Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

14.5 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 23.11.

14.6 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 14.1(c).

14.8 When a Temporary member (other than a Temporary member admitted pursuant to Rule 14.1(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:

(a) the name in full of the Temporary member; and

(b) the residential address of the Temporary member;

(c) the date on which Temporary membership is granted;

(d) the signature of the Temporary member.

15. ELECTION OF MEMBERS

15.1 A person shall not be admitted as a Playing member, Country member, Colt member, Junior member, Cadet member or Social member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.

15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

15.3 The Board shall hold a ballot for the election of members.

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

15.5 Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:

(a) the full name of the applicant;

(b) the residential address of the applicant;

(c) the date of birth and the age of the applicant;

(d) the occupation of the applicant;

(e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

(f) the signature of the applicant;

(g) such other particulars as may be prescribed by the Board from time to time.

15.6 Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:

(a) the entrance fee (if any) and the appropriate annual subscription;

(b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.

15.7 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.

15.8 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.7 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.

15.9 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.

15.10 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.

15.11 Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

16. ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

16.1 Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than $2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

16.2 All subscriptions shall be due and payable on the first day of January each year or on a date determined by the Board from time to time.

16.3 Any person who has not paid his or her subscription within thirty (30) days of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.

16.4 Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in Rule 16.2 and of the provisions of Rule 16.3.

16.5 Any person who has been removed from membership of the Club pursuant to Rule 16.3 may re-apply for membership in accordance with this Constitution.

17. UNFINANCIAL MEMBERS

17.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 2.2) shall not be entitled to:

(a) attend at the premises of the Club for any purpose without the permission of the Board; or

(b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club;

(d) nominate or be elected or appointed to the Board;

(e) vote in the election of the Board;

(f) propose, second or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership.

18. REGISTERS OF MEMBERS AND GUESTS

18.1 The Club shall keep the following registers:

(a) A register of persons who are Full members. This register shall set forth in respect of each of those members:

(i) the name in full;

(ii) the occupation;

(iii) the address;

(iv) the date on which the entry of the member's name in the register is made;

(v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).

(b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.

(c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.

(d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

19. ADDRESSES OF MEMBERS

19.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 18.1(a).

20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.2 the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a member.

20.2 The following procedure shall apply to disciplinary proceedings of the Club:

(a) A member shall be notified of:

(i) any charge against the member pursuant to Rule ; and

(ii) the date, time and place of the hearing of the charge.

(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing by a prepaid letter posted to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.

(c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.

(d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

(e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

(f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.

(g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.

(h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.

(i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.

20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a), the Board by resolution or the Secretary shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

20.4 Any member suspended pursuant to Rules 20.1, 20.2, or 20.3 shall during the period of such suspension not be entitled to:

(a) attend at the premises of the Club for any purpose without the permission of the Board; or

(b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club;

(d) nominate or be elected or appointed to the Board;

(e) vote in the election of the Board;

(f) propose, second or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership.

21. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

21.1 In addition to any powers under Section 67A of the Registered Clubs Act, the Secretary or, subject to Rule 21.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly; or

(b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act;

(d) who hawks, peddles or sells any goods on the premises of the Club;

(e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.

(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.

(g) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.

21.2 If pursuant to Rule 21.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 21.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

21.3 Without limiting the provisions of Section 67A of the Registered Clubs Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

(a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

22. RESIGNATION AND CESSATION OF MEMBERSHIP

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

22.2 Any member who has resigned pursuant to 22.1 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

23. GUESTS

23.1 All members (except Junior members and Honorary members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 23.11.

23.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.

23.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

23.4 No member shall introduce any person as a guest who:

(a) has been expelled from the Club pursuant to Rule 20;

(b) is then suspended pursuant to Rule 20; or

(c) who has currently been refused admission to or been turned out of the Club pursuant to Rule 21.

23.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.

23.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

23.7 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

23.8 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.

23.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

23.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

23.11 A Temporary member may bring into the Social restricted areas of the Club premises as the guest of that Temporary member a minor:

(a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;

(b) who does not remain on the Club premises any longer than that Temporary member;

(c) in relation to whom the member is a responsible adult.

23.12 For the purposes of Rule 23.11(c), “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:

(a) a parent, step-parent or guardian of the minor;

(b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;

(c) a person who for the time being has parental responsibility for the minor.

24. PATRONS

24.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

24.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

25. BOARD OF DIRECTORS

25.1 The Board shall consist of a President, Board Secretary, Treasurer, Captain, Vice Captain and up to four (4) Ordinary Directors.

25.2 The Board shall be elected annually in accordance with this Constitution.

25.3 Subject to Rule 25.4, the following members shall be entitled to stand for and be elected or appointed to the Board:

(a) Life members;

(b) Playing members;

(c) Country members, and

(d) Colt members.

25.4 A member who is:

(a) an employee; or

(b) who is currently under suspension pursuant to Rule 20;

(c) is not a Financial member

shall not be eligible to stand for or be elected or appointed to the Board.

26. ELECTION OF BOARD

26.1 The election of the Board shall be conducted in the following manner:

(a) The Board shall appoint a Returning Officer and at least two scrutineers to take charge of the ballot. Neither the Secretary nor a candidate nor any proposer or seconder of a candidate shall be appointed as the Returning Officer or as a scrutineer.

(b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 26.1, shall be prominently posted on the Club Notice Board at least fourteen (14) days prior to the date fixed for the close of nominations and shall remain on the Club Notice Board until nominations close.

(c) Nominations shall close on a day that is seven (7) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.

(d) Nominations for election to the Board shall be made in writing and signed by two Life members or Playing members as proposer and seconder and by the nominee who shall thereby signify his or her consent to the nomination.

(e) A nomination can be withdrawn at any time prior to the commencement of voting.

(f) An eligible member may be nominated for more than one office.

(g) The Secretary shall post the name of the candidate and his or her proposer and seconder on the Club Notice Board.

(h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.

(i) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.

(j) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.

(k) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 26.1 the order of seniority shall be:

(i) Firstly	-	President
(ii) Secondly	-	Board Secretary
(iii) Thirdly	-	Treasurer
(iv) Fourthly	-	Captain
(v) Fifthly	-	Vice Captain
(vi) Sixthly	-	Ordinary Director

(l) The Returning Officer shall supervise the preparation of ballot papers.

(m) The order in which names appear on the ballot paper shall be determined by lot.

(n) The ballot shall be conducted during such times as shall be determined by the Board from time to time.

(o) The Returning Officer shall supervise the issue of ballot papers.

(p) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.

(q) Members shall place their ballot papers in the ballot box provided at the Club.

(r) The Returning Officer shall supervise the safe custody of ballot papers returned.

(s) The Returning Officer shall supervise the examination of ballot papers.

(t) The decision of the Returning Officer as to the formality or informality of any vote shall be final.

(u) The Returning Officer shall supervise the counting of votes.

(v) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.

(w) The Returning Officer shall report the result of the ballot to the Annual General Meeting.

(x) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 26.1.

(y) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 26.1.

(z) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 33.2.

26.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 26.1.

27. POWERS OF THE BOARD

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

GENERAL POWERS

27.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

27.3 Without derogating from the general powers conferred by Rule 27.2, the Board shall have power from time to time:

(a) To make, alter and repeal By-Laws pursuant to Rule 27.17.

(b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

(c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

(h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

(i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or chattels belonging to the Club and with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained. A 75% majority of voting members is required with respect to any approval given under this clause.

(j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.

(k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.

(l) To set the entrance fees and annual or other subscriptions and fees payable by all members.

(m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

(n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

27.4 Without derogating from the general powers conferred by Rule 27.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

(a) Directors;

(b) Members;

(c) Employees;

(d) Persons who are not members but who have particular skills or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.

27.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

27.6 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

27.7 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

27.8 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 27.4 or by any by-law made by the Board pursuant to this Rule 27.4.

27.9 Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

27.10 Without derogating from the general powers conferred by Rule 27.2, the Board shall have power from time to time to:

(a) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.

(b) Allow each of the sub clubs established pursuant to this Rule 27.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.

(c) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.

(d) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

27.11 Any of the sub clubs established pursuant to Rule 27.10 or those already in existence must conform to any by-law made by the Board pursuant to Rule 27.17.

27.12 The President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.

27.13 Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

27.14 The Board may empower each such sub club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

27.15 Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

27.16Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

BY-LAWS

27.17 The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

27.18 Without limiting the generality of Rule 27.17 the Board may regulate:

(a) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;

(b) the general management, control and trading activities of the Club;

(c) the control and management of the Club premises;

(d) the management and control of play and dress on the links;

(e) the upkeep and control of the links;

(f) the control and management of all competitions;

(g) the conduct of members and guests of members;

(h) the privileges to be enjoyed by each category of members;

(i) the relationship between members and Club employees; and

(j) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

27.19 Any By-law made under this Rule 27.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

27.20 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

28. PROCEEDINGS OF THE BOARD

28.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.

28.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.

28.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.

28.4 The quorum for meetings of the Board shall be a majority of elected Directors personally present.

28.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.

28.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

28.7 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

28.8 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

28.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

28.10 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.

29. DECLARATIONS OF INTERESTS BY DIRECTORS

29.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Rule 29.9.

29.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.

29.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.

29.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

29.5 The Secretary shall, in accordance with Section 41G of the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rules 29.1 to 29.4 inclusive and pursuant to Division 2 Part 4A of the Registered Clubs Act.

EXHIBITION OF INTERESTS ON CLUB PREMISES

29.6 Where a director of the Club makes a declaration of a material personal interest pursuant to Rule 29.1 then, in accordance with Section 41I of the Registered Clubs Act, particulars of the declaration (including the name of the director who made the declaration and the nature of the interest declared) shall be exhibited:

(a) on the Club Notice Board within 48 hours of the declaration being made; and

(b) for a continuous period of not less than 14 days.

29.7 Within one month after each Annual General Meeting, the Club shall lodge with the Secretary of the Liquor Administration Board a copy of all particulars required to be exhibited pursuant to Rule 29.6 during the period between that Annual General Meeting and the previous Annual General Meeting.

29.8 Rules 29.1 to 29.6 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

29.9 In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

29.10 The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 29.9.

30. CONTRACTS WITH DIRECTORS

30.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

30.2 A “pecuniary interest” in a company for the purposes of Rule does not include any interest exempted by Regulation made under the Registered Clubs Act.

30.3 Provided that the provisions of Rule 29.1, Rule 29.9 and Rule 30.1 have been satisfied with respect to a commercial arrangement or a contract:

(a) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.

(b) the commercial arrangement or a contract shall not, by reason of that director’s interest, be avoided.

(c) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

31. CONTRACTS WITH SECRETARY

31.1 Subject to Rule 31.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

(a) the Secretary;

(b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or

(c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

31.2 Rule 31.1 does not prevent the Club entering into a contract with any of the above persons which is:

(a) a contract of employment; or

(b) otherwise permitted by the Registered Clubs Act.

32. REMOVAL FROM OFFICE OF DIRECTORS

32.1 The members in general meeting may by ordinary resolution:

(a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;

(b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

32.2 Any person appointed pursuant to paragraph 32.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

32.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

33. VACANCIES ON BOARD

33.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

(a) becomes insolvent under administration.

(b) is convicted of any offence referred to in Section 206B of the Act.

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

(d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.

(e) by notice in writing given to the Secretary resigns from office as a director.

(f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.

(g) ceases to be a member of the Club.

(h) becomes an employee of the Club.

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

34. GENERAL MEETINGS

34.1 A general meeting of the members of the Club must be held for a proper purpose.

34.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

34.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

34.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of:

(i) members with at least 5% of the votes that may be cast at the general meeting; or

(ii) at least 25 members who are entitled to vote at the general meeting.

(b) In this Rule 34.4 the term "the request" shall mean the request referred to in paragraph (a).

(c) The request must:

(i) be in writing; and

(ii) state any resolution to be proposed at the meeting;

(iii) be signed by the members making the request;

(iv) be given to the Secretary.

(d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

(e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.

(f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.

(g) The meeting referred to in paragraph (f) of this Rule 34.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.

(h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.

(i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 34.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

NOTICE OF GENERAL MEETINGS

34.5 At least twenty one (21) days notice in of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

34.6 A notice of a general meeting of the Club's members must:

(a) set out the place, date and time of the meeting; and

(b) state the general nature of the meeting's business;

(c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

34.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.

34.8 Neither the accidental omission to give notice of a meeting or the Social receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

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

(a) to confirm the Minutes of the previous Annual General Meeting; and

(b) to receive and consider the reports referred to in Rule 37.3;

(c) to declare the results of the election of the Board;

(d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;

(e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);

(f) to deal with any other business of which due notice has been given to the members.

QUESTIONS AT THE ANNUAL GENERAL MEETING

34.10 (a) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

34.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

34.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

34.13 The auditor is entitled to be heard even if:

(a) the auditor retires at the meeting; or

(b) the meeting passes a resolution to remove the auditor from office;

(c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

34.14 The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

34.15 Subject to Rule 34.25, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

34.16 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

34.17 Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.

34.18 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.

34.19 A demand for a poll may be withdrawn.

34.20 At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

34.21 No business shall be transacted at any general meeting of members unless a quorum of members is present.

34.22 At any general meeting of the Club (including an Annual General Meeting), twenty (20) members present in person and eligible to vote shall be a quorum.

34.23 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:

(a) be dissolved if it was convened at the request of members pursuant to Rule 34.4; or

(b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine not exceeding twenty-one (21) days from the date of the meeting.

34.24 If at any meeting adjourned pursuant to Rule 34.23 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

PROXY VOTING PROHIBITED

34.25 A person shall not:

(a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

(b) Vote at any election including an election of a member or of the Board as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

34.26 The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

34.27 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

34.28 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

34.29 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

35. MEMBERS' RESOLUTIONS AND STATEMENTS

MEMBERS' RESOLUTIONS

35.1 Notwithstanding Rules 35.3 to 34.11 (inclusive), individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

35.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 35.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

35.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least 25 members who are entitled to vote at a general meeting.

35.4 The notice must:

(a) be in writing;

(b) set out the wording of the proposed resolution; and

(c) be signed by the members proposing to move the resolution.

35.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

35.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

35.7 If the Secretary has been given notice of a resolution under Rule 35.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.

35.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.

35.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.

35.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

35.11 The Club need not give notice of the resolution:

(a) if it is more than 1,000 words long or defamatory; or

(b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

35.12 Members may request the Club to give to all its members a statement provided by the members making the request about:

(a) a resolution that is proposed to be moved at a general meeting; or

(b) any other matter that may be properly considered at a general meeting.

35.13 The request must be made by:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least 25 members who are entitled to vote at the meeting.

35.14 The request must be:

(a) in writing;

(b) signed by the members making the request; and

(c) given to the Secretary.

35.15 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.

35.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

35.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

35.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

35.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

35.20 The Club need not comply with the request:

(a) if the statement is more than 1,000 words long or defamatory; or

(b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

36. MINUTES

36.1 The Club must keep minute books in which it records:

(a) proceedings and resolutions of general meetings of the Club; and

(b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);

(c) resolutions passed by directors without a meeting.

36.2 The Club must ensure that:

(a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and

(b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

36.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

37. ACCOUNTS AND REPORTING TO MEMBERS

37.1 The Board shall:

(a) Cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;

(b) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act;

(c) Within forty eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club.

37.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

37.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club provide to such members of the Club as have given notice in writing pursuant to section 316A of the Act a hard-

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- copy or electronic copy of the following reports:

(a) a copy of the Financial Report of the Club;

(b) a copy of the Directors' Report; and

(c) a copy of the Auditors' (Audit or Review) Report.

38. FINANCIAL YEAR

38.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of October in each year and end on the last day of September in the following year or such other period as having regard to the Act, the Board may determine.

39. AUDITORS

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

40. SECRETARY

40.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and whose duties shall be regulated by the Regulated Clubs Act and the Corporations Act..

41. NOTICES

41.1 A notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution;

(c) by sending it to an electronic address (if any) nominated by the member.

41.2 Where a notice is sent by post to a member in accordance with Rule 41.1 the notice shall be deemed to have been received by the member:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

41.3 Where a notice is sent to an electronic address the notice shall be deemed to have been received by the member on the day following that on which it was sent.

42. INDEMNITY TO OFFICERS

42.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

42.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

43. INTERPRETATION

43.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

44. AMENDMENTS TO CONSTITUTION

44.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, Playing members, Country members and Colt members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

45. LADIES COMMITTEE

45.1 Subject to the general control and supervision of the Board, the Ladies Committee shall:

(a) regulate and control the golfing activities of the female Playing members of the Club in accordance with the requirements of the Women's Golf NSW Inc;

(b) represent the Club in its relations with the Women's Golf NSW Inc.

45.2 The Ladies Committee shall comprise such committee members as may be determined by the Ladies Committee from time to time.

45.3 The Ladies Committee shall be elected in such manner as may be determined by the Ladies Committee from time to time.