



**CONSTITUTION  
AND REGULATIONS  
OF  
MACKSVILLE COUNTRY CLUB LIMITED**

**ABN 86 000 715 775**

THE CORPORATIONS ACT A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**SECTION ONE**

**REGULATIONS GENERAL**

# **CONSTITUTION**

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## **1. Name and Location**

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1.1 The name of The Club is Macksville Country Club Limited situated at 206 Wallace Street, Macksville, New South Wales

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## **2. Description**

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2.1 The Club is a Company limited by guarantee and not having a share capital, subject to the provisions of the Corporations Law.

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## **3. Objectives**

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3.1 The objectives of the Club are:

- a) To conduct Bowls and Golf and provide bowling greens, golf course, a clubhouse and associated facilities for the use of members and visitors.
- b) To promote, encourage and foster the playing of the games of bowls, golf and any other sport or activities determined by The Board from time to time, and to provide all things incidental to the attainment of these objectives.
- c) To operate and maintain the bowling greens, golf course and their environs in accordance with good business practices.
- d) To promote, encourage and foster junior bowls and golf.
- e) To do all such other things as are necessary to foster and promote the games of bowls and golf.

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## 4. DEFINITIONS AND INTERPRETATIONS

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### 4.1 Definitions

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

**“Act”** means the Corporations Act 2001 (Cth).

**“bowls and golf privileges”** means the right to use the golf course or bowling greens and be a member of bowling or golfing sections.

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

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

**“the Club”** means the Macksville Country Club Limited.

**“the Constitution”** means this constitution of the Macksville Country Club Limited adopted 2013 including the rules and regulations.

**“Country Club Member”** is a person who is over 18 years of age and is designated a Country Club Member pursuant to the Constitution.

**“Course”** means the golf course established and maintained by the Club on land owned by the Club.

**“Entrance Fee”** means a fee set by the Board and payable by an applicant for Membership.

**“Financial”** in relation to any Member or to any class of Member means any Member or class of Member who has paid all money payable by him or her to the Club within 7 days of being served Notice by the Club requiring payment or in respect of whom there is no Subscription outstanding for more than one month from the due date for payment thereof.

**“Full Member”** means a person who is a Country Club Member or Life Member of the Club.

**“Half Board elections”** shall mean that three Board members shall be elected one year and four members in the subsequent year.

**“Junior Member”** means a person under eighteen years of age who is designated as a Junior Member pursuant to the Constitution.

**“Holiday Member”** means a person who is designated as a Holiday Member in accordance with the Constitution.

**“Honorary Member”** means any person who is designated an Honorary Member in accordance with the Constitution.

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

**“Life Member”** means a person who is designated a Life Member pursuant to the Constitution.

**“Member”** means a person who is a Member of the Club.

**“Month”** means calendar month.

**“Notice”** means any communication in writing.

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

**“Officer”** includes the Secretary, Chief Executive Officer and Members of the Board but does not include the Auditor.

**“Post Office”** includes postal receptacle.

**“Provisional Member”** means a person who is designated a provisional member pursuant to the Constitution.

**“the Registered Clubs Act”** means the Registered Clubs Act 1976.

**“Regulation”** means a regulation made by the Board as authorised by the Constitution.

**“Secretary”** includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary of the Club.

**“Service Fee”** means an administrative fee determined by the Board and payable by those members electing to pay their Subscription on an instalment basis.

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

**“Subscription”** means an annual fee set by the Board and payable by all Members by 1<sup>st</sup> January each year.

**“Temporary Member”** means any person who is designated a Temporary Member pursuant to the Constitution.



## **4.2 Interpretations**

In this Constitution:

- a) Words importing the singular number also include the plural and vice versa;
- b) The masculine gender includes the feminine gender and vice versa;
- c) Words importing persons include corporations;
- d) Unless the context otherwise requires, expressions defined in the Act or any modification thereof made by any law in force at the date at which the Constitution became binding on the Club shall have the meanings so defined;
- e) References to any law or any provision of a law include that law or that provision as amended from time to time, or the equivalent law or provision of a law replacing that law or provision.
- f) A decision of the Board on the construction or interpretation of the Constitution, or on any Regulations of the Club made pursuant to the Constitution or on any matters arising thereout, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied by competent jurisdiction.

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## **5. REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

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**5.1** The “replaceable rules” contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in the Constitution.

**5.2** The Club is established for the general purposes of providing and maintaining bowling, golfing and related facilities for Members and approved guests.

**5.3** The Club shall be a non-proprietary Club.

**5.4** Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not he is a Member of the Board, shall not be entitled, under the rules of the Club or otherwise to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.

**5.5** Subject to the provisions of Section 10(6) and 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part 2 of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club or, the fact that the Club has applied for, such a certificate.

**5.6** The Chief Executive Officer or any employee, or a Member of the Board of the Club shall not be entitled, under the 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.

**5.7** An employee of the Club shall not vote at any meeting of the Club or at any election of the Board, or hold office as a Member of the Board.

**5.8** 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 unless the Club is a holder of a Certificate of Registration under the Registered Clubs Act 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 21(1)(b) of the Registered Clubs Act.

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

**5.10** A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

**5.11** The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in the Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the Members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such Member in respect of money advanced by that member to the Club or otherwise owing by the Club to the Member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of that committee; except that nothing herein is to be construed as preventing the payment of any honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent, sale or hire of goods or rent for premises demised to the Club.

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## **6. WINDING UP**

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**6.1** The liability of the Members of the Club is limited.

- (a) Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member and of the costs, charges and expenses or winding up of the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding two Australian dollars (A\$2.00).

**6.2** If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carrying on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of the constitution hereof; such institution or institutions to be determined by the Members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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## **7. MEMBERSHIP**

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**7.1** The number of country club members shall not exceed one thousand at any one time or such greater number as the Board may from time to time determine.

**7.2** A person under the age of eighteen years may be admitted only as a Junior Member.

**7.3** A person shall not be admitted to membership of the Club except as a Country Club Member, Life Member, Honorary Member, Provisional Member, Temporary Member, Junior Member or Holiday Member.

**7.4** Those Members who are entitled to vote at the Annual Election of the Board of the Club pursuant to Rule 18 shall at all times comprise a majority of all Members.

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## **8. RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP**

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**8.1** Subject to Rule 5.7 only Financial Country Club Members and Life Members shall be entitled to attend and vote at General Meetings of the Club and each such Member shall have one vote.

**8.2** Requirements for eligibility of persons for election to classes of membership to the Club shall be as the Board determines from time to time.

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## **9. CATEGORIES, CLASSES AND LIMITS**

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### **9.1 Categories General**

No person shall be admitted to membership of The Club other than as:-

- a) Country Club Member
- b) Life Member
- c) Junior Member
- d) Honorary Member
- e) Provisional Member
- f) Temporary Member
- g) Holiday Member

**9.2** Full members of the Club shall be divided into the following categories:

- a) Country Club Member
- b) Life Member

### **9.3 Country Club Members**

Country Club Members shall:

- a) pay a subscription as determined by the Board;
- b) be eligible to vote at any elections of the Club;
- c) be eligible to nominate and hold office as a member of The Board;
- d) be entitled to purchase any sporting privileges as set by The Board .

#### **9.4 Life Members**

Shall be a Country Club Member who has been a Member for at least fifteen years and has rendered long and meritorious service to the Club. May on account of that service or for any other commendable reason be elected as a Life Member at any general meeting of the Club by not less than a vote of 75% of the Members present.

- a) No Country Club Member may be elected as a Life Member unless the Board has first recommended such nomination;
- b) Not more than two Members shall be appointed Life Members in any one year and there shall not be more than twelve Life Members at any one time unless otherwise determined by a vote of 75% of Members at a General Meeting.
- c) A Life Member shall:
  - i. Enjoy all privileges of the Club including both Bowls and Golf free of any membership subscription or levies.
  - ii. Be entitled to vote at any elections of the Club and
  - iii. Be eligible to nominate and hold office as Member of The Board.

#### **9.5 Honorary Members**

- a) A person shall not be admitted as an Honorary Member of the Club unless he is admitted in accordance with the provisions of the constitution as provided for from time to time in the Club's Rules and he has the qualifications as specified in the Constitution and the Club's Rules requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
- b) The following may at the discretion of the Board be made Honorary Members of the Club on the specified conditions:
  - i. Any prominent citizen or local dignitary visiting the Club for some special occasion for the duration of the visit.
  - ii. The Club Patron from time to time.
- c) An Honorary Member shall be entitled only to the social privileges of the Club and to play bowls or golf as determined by the Board from time to time.

- d) Honorary Members may be relieved of any obligation or liability with respect to the payment of fees and/or subscriptions of the Club.
- e) The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore.
- f) Shall not participate in any management of the Club.
- g) Shall not attend any meeting or vote at any election for the Board of the Club.

#### **9.6 Provisional Members**

- a) A person in respect of whom a nomination form for membership duly completed in accordance with the Constitution has been given to the Club and who has paid to the Club the joining 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.
- b) 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 joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

Provisional members are entitled to:

- i. such social privileges and advantages of the Club as the Board may determine from time to time;
- ii. introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- iii. Shall not participate in any management of the Club.
- iv. Shall not attend any meeting or vote at any election of the Club.

## **9.7 Temporary Members**

- a) A person shall not be admitted as a Temporary Member of the Club unless he is admitted in accordance with the provisions of the Constitution and as provided from time to time in the Club's Rules and he has the qualifications as specified in the Constitution and the Club's Rules requisite and appropriate in relation to the purpose of the Club for Temporary membership of the Club.
- b) A Full Member of any Registered Club who attend the Club on any day at the invitation of the Board or of a Full Member of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when he so attends the premises of the Club until the end of that day.
- c) The following persons may, in accordance with the procedures established by the Board, be made Temporary Members of the Club:
  - d) An interstate or overseas visitor or visitor whose place of residence is not less than five kilometres from the Clubhouse for the duration of the day for which Temporary Membership is granted.
  - e) Members of social or sporting clubs or bona fide groups which have no golf course of their own and who are visiting the Club for the purpose of playing a match or competition amongst themselves and on payment of such fee as may be determined by the Board.
  - f) Shall not participate in any management of the Club.
  - g) Shall not attend any meeting or vote at any election of the Club.

## **9.8 Junior Members**

- a) Any person under the age 18 years of age may be admitted as a Junior Member.
- b) Junior Members shall have playing privileges of both golf and bowls and such parts of the Club as may be prescribed from time to time by the Board and subject to such conditions and restrictions as the Board may from time to time impose.
- c) Junior Members shall be of good behaviour whilst on the Club Premises or the Course or whilst attending any function or competition as a Junior Member of the Club.
- d) Junior Members:
  - i. May not participate in management of the Club.
  - ii. May not vote at any election of the Board.

- iii. Shall be entitled to use such portions of the Clubhouse as the Board may from time to time determine.
  - iv. No liquor shall be supplied or sold to a Junior Member.
  - v. May not enter any poker machine area.
- e) On attaining the age of eighteen years a Junior Member shall cease to be a Junior Member but may apply to be admitted as a Country Club Member.
  - f) Any former Junior Member admitted as a Country Club Member shall pay a proportionate part of the annual membership subscription fee applicable to Country Club Members for the then current year.

### **9.9 Holiday Members**

A Holiday Member shall:

- a) Be any visitor to the district who wishes to use the Club facilities for the period of their visit.
- b) Pay a subscription as set by the Board and have the use of both golf course and bowling greens and have the use of all facilities of the Club.
- c) Not participate in any management of the Club.
- d) Not attend any meeting or vote at an election for the Board of the Club.

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## **10. ELECTION OF MEMBERS**

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**10.1** A person shall not be admitted as a Member of the Club, other than as an Honorary Member, Temporary Member or Holiday Member, unless he is elected to membership at a meeting of the Board of Directors. The Board of Directors may reject any application for membership without assigning any reason for such rejection. The election shall be by simple majority of the Board of Directors.

**10.2** Every candidate for membership of the Club shall be proposed by one and seconded by another Full Member (who shall have been a Member of the Country Club for a minimum period of twelve months), or by such other class of Membership as the Board may from time to time determine, subject to rule 9.1 above.

- a) In respect of every nomination for membership made pursuant to Rule 10.1 there shall be completed a Nomination Form which shall be in a prescribed form and containing such particulars as are from time to time prescribed by the Board, including the full name,



address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.

- b) The Nomination Form shall be signed by the proposer and seconder and the nominee.
- c) The Nomination Form shall be lodged with The Secretary who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited on the Club Notice Board for a continuous period of not less than three weeks before the Board Meeting which will determine the election of the candidate as a Member of the Club. An interval of at least four weeks shall elapse between the proposal of a person for election to membership of the Club and the meeting of the Board which will consider his election.

**10.3** When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded by post or electronically to such person. Upon payment of the Entrance Fee (if any) and first Annual Subscription such person shall become a Member of the Club, provided nevertheless that if such Entrance Fee and Annual Subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.

**10.4** 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 on payment by the Member of any fee that may be prescribed by the Law.

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## **11. TRANSFER OF MEMBERSHIP**

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**11.1** Any member may transfer from one class of membership to another class of membership of The Club upon submitting a written application to that effect;

**11.2** The Board may approve or refuse such transfer;

**11.3** Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription fee paid by or payable by the member for the then financial year.

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## **12. ENTRANCE FEES, ANNUAL SUBSCRIPTION AND LEVIES**

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**12.1** Members Subscriptions shall be paid annually or if the Board so directs and approves by half yearly instalments and in advance. A Service Fee may apply to all half yearly instalments. The time and manner of payment thereof and all other matters pertaining there to not specifically provided for by the Constitution shall be as prescribed by the Board from time to time.

**12.2** The Entrance Fees and Subscriptions or payments payable by Members shall be such as the Board may from time to time prescribe provided that the Annual Subscription payable by Country Club Members shall be not less than Two Dollars(A\$2) or such other minimum subscription provided from time to time by the Registered Clubs Act.

**12.3** The Board may with the prior approval of the Members as given at a General Meeting of the Club impose special levies, such levies shall be paid by Members in such manner and by such dates as may be specified by the Board.

**12.4** Any candidate elected during the financial year to any class of membership, shall in respect of that financial year pay a pro rata amount of the annual subscription on a monthly basis, if joining after July of that financial year.

**12.5** If the Entrance Fee or Subscription or any part thereof of any Member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the Secretary shall give to the Member in default seven days written notice within which time such Entrance Fee or Subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting Member shall from that date be debarred from all privileges of membership and his name shall be removed from the Register of Members.

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## **13. PATRONS**

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**13.1** 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 and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to the Constitution shall remain Honorary Members while they remain a Patron.

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## **14. ADDRESSES OF MEMBERS**

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**14.1** Members shall advise the Secretary of the Club of any change in their addresses.

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## **15. REGISTERS OF MEMBERS AND GUESTS**

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**15.1** The Club shall keep the following registers:

- a) A register of persons who are members of the Club. This register shall set forth the name in full, the occupation and address of each Member, and the date on which he last paid the Annual Fee for membership of the Club.

- b) A register of persons who are Temporary Members. This register shall set forth the name in full or the surname and initials and the address of each Temporary Member and shall be signed by each Temporary Member on each occasion that he enters the Club.
- c) A register of persons who are Honorary Members. This register shall set forth the name in full or the surname and initials and the address of each Honorary Member.
- d) A register of persons of or over the age of 18 who enter the premises of the Club as guests of Members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member the name in full or the surname and initials of the given names, and the address of that guest, the date on that day and the signature of that Member provided always if an entry in this register is made on any day in respect of the guest of a Member, it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as the guest of that Member.

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## **16. SUSPENSION AND EXPULSION**

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**16.1** If any Member shall wilfully refuse or neglect to comply with any of these provisions of the Constitution of the Club or be in the opinion of the Board guilty of any conduct prejudicial to the interests or welfare of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a Member or which shall render him unfit for membership, the Board shall have the power to reprimand, suspend for such period as it considers fit, exact or accept the resignation of such Member and to remove his name from the register of Members provided that:

- a) Such Member shall be notified of any charge against them pursuant to this Rule by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the Meeting of the Board at which such charge is to be heard.
- b) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge and is also entitled to introduce witnesses in his defence or submit to the meeting written representations for the purposes of answering the charge.
- c) Any Board Member who has a conflict of interest or bias shall disqualify himself from presiding at the hearing.
- d) The member charged shall be given the opportunity to ask questions or cross examine any witness supporting the allegations

made against the Member and shall also be given the opportunity of examining any documentation which is to be considered by the Board in relation the charge. The Member shall also be given the opportunity to address the Board when all evidence is concluded as to why the evidence does not support the charge.

- e) If the Member charged fails to attend the meeting the charge or complaint may be heard and dealt with by the Board on the evidence before it notwithstanding the absence of the Member. The Board shall take into account any written representations which may have been made to it by the Member charged, and if an application is made by the Member for adjournment on reasonable grounds the Board shall consider such request.
- f) After the Board has considered all the evidence put against the Member and also for the Member it shall come to a decision as to the Member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence the Board shall inform the Member prior to considering any penalty.
- g) The Member charged shall be given a further opportunity to address the Board in relation to the penalty appropriate to the charge of which the Member has been found guilty.
- h) When considering the matter of penalty the voting of the Board shall be by secret ballot. A motion by the Board to reprimand or caution the Member shall be deemed to be passed if a majority of the Board Members present vote in favour of such a motion.
- i) A motion by the Board to suspend, expel or accept the resignation of the Member charged shall be deemed to be passed if five Members of the Board vote in favour of such a motion.
- j) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any Member reprimanded, suspended or expelled pursuant to this said rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any Member thereof by reason of such reprimand, suspension, expulsion or any act done or notice given prior to or consequent on or incidental to the same.

**16.2** The Secretary or his delegated officer or employee shall have the power to:

- a) refuse entry or expel any member or visitor of the Club,
- b) who is intoxicated, violent, quarrelsome or disorderly; or

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

**16.3** Any refused entry or expulsion under Rule 16.2 shall be for a maximum period of twenty-four hours only and the Secretary will report the incident to the Board or its sub-committee within seven days of the incident occurring.

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## **17. RESIGNATION AND CESSATION OF MEMBERSHIP**

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**17.1** A Member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary's Office.

**17.2** Every person ceasing to be a Member of the Club ( whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the Entrance or Subscription Fee or otherwise) shall forfeit all rights as a Member of the Club provided that such person shall remain liable for any Annual Subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under the Constitution.

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## **18. GUESTS**

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**18.1** Full Members shall have the privilege of introducing guests to the Club and when a Member brings a guest to the Club he shall complete the Register of Guests as required by the Constitution. No Member shall introduce any person as a guest whose name has been removed from the Register of Members for misconduct or non-payment of Subscription or fees or who has been suspended by the Board.

**18.2** Members shall be responsible for the conduct of any guests they may introduce to the Club. A guest must, at all times, remain in the reasonable company of the Member who signs him into the Club and a guest must not remain in the Club premises longer than the Member who signed the guest into the Club.

**18.3** The Board shall have power to regulate from time to time the terms and conditions on which guests may be admitted to the Club.

**18.4** 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 except as otherwise provided for in the Constitution.

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## **19. BOARD OF DIRECTORS**

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**19.1** The Board shall consist of seven persons, namely:

- a) A Chairman
- b) A Deputy Chairman
- c) Honorary Treasurer
- d) Four other Directors

**19.2** The Board shall be elected by half Board elections at the Annual General Meeting, with three members elected in the first year and four members in the subsequent year.

**19.3** Members of the Board shall commence office immediately following the conclusion of the Annual General Meeting of their election to the Board, and will retire at the second Annual General Meeting after the election. All retiring Members shall be eligible for re-election.

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## **20. ELECTION OF THE BOARD**

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

- a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not 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 (d) of this Rule 20.1, shall be prominently posted on the Club Notice Board at least forty-two days prior to the date fixed for the Annual General Meeting.
- c) Nominations shall close at least seven 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 shall be made in writing and signed by two Full Members 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 close of nominations.
- f) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- g) If the full number of candidates for 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.
- h) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- i) If there be more than the required number nominated for the Board an election by secret ballot shall take place in respect for this position.
- j) The Returning Officer shall supervise the preparation of ballot papers.
- k) The order in which names appear on the ballot paper shall be determined by lot.
- l) The ballot shall be conducted during such times as shall be determined by the Board from time to time.
- m) The Returning Officer shall supervise the issue of ballot papers.
- n) 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.
- o) Members shall place their ballot papers in the ballot box provided at the Club.
- p) The Returning Officer shall supervise the safe custody of ballot papers returned
- q) The Returning Officer shall supervise the examination of ballot papers.
- r) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- s) The Returning Officer shall supervise the counting of votes.

- t) 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.

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## **21. POWERS OF BOARD**

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**21.1** The Board shall be responsible for the managements of the business and affairs of the Club.

**21.2** The Board may exercise its powers and do all such acts and things as the Club by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of the Constitution and to any regulations not being inconsistent with the Constitution from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

**21.3** In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- a) To delegate any of its powers to committees consisting of such Member or Members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall be ex officio a Member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this paragraph or by any regulation made by the Board pursuant to this paragraph.
- b) To make such regulations not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the Members of the Club and to amend or



rescind from time to time any such regulations and without limiting the generality thereof particularly for:

- i. Such matters as the Board is specifically by the Constitution empowered to regulate.
  - ii. The general management, control and trading activities of the Club.
  - iii. The control and management of the Club premises.
  - iv. The management and control of dress on Bowling Greens, the Golf Course and in the Clubhouse.
  - v. The upkeep and control of the Golf Course and Bowling Greens.
  - vi. The conduct of Members.
  - vii. The responsibility of, and the privileges to be enjoyed by, each category of Members.
  - viii. The relationship between Members and Club employees.
  - ix. All such other matters as are commonly the subject matter of Club Rules or regulations or which by the Constitution are not reserved for decision by the Club in general meeting.
- c) To enforce the observance of all regulations by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - d) 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 to arbitration and to observe and perform the award.
  - e) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.
  - f) To enter into liabilities on behalf of the Club:

- i. up to a limit of \$15,000 by a majority decision of the full Board, and
- ii. in excess of \$15,000 but not exceeding \$100,000, by a unanimous decision of the Board providing that all Members of the Board are present at the meeting,
- iii. before any purchase of land, buildings, machinery, plant or other property or assets or the incurring of other liabilities in excess of \$100,000 can be entered into, the consent of the Members in General Meeting shall be obtained,
- iv. to appoint, discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of employment of such Chief Executive Officer and to specify and define his duties.

**21.4** To engage, appoint, control, remove, discharge, suspend and dismiss Chief Executive Officers, representatives, agents and employees 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.

**21.5** To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with the Constitution.

**21.6** To create sections for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested in and to define and limit the persons (being Members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend regulations for the control and regulation of such sections and the conduct and activities thereof and also to terminate and dissolve any such section or to reconstitute the same on a similar or different basis.

**21.7** For the purpose of this Clause to permit any such section to adopt a name distinctive of each section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with the Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club application fees to any such controlling body or as required by such body.

**21.8** The Board may empower each such section to open and operate an account in the name of the section in such bank or other financial institution 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.

**21.9** Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board by request.

**21.10** Subject as hereinafter provided the charters and regulations of each such section may be amended from time to time by a majority of the Members for the time being of such section at a general meeting of such Members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of Members of the section shall have effect unless and until it shall have been approved by resolution of the Board.

**21.11** Any disciplinary action by the section in respect of any Member of such section shall at once be reported to the Board together with the reasons therefore and with recommendation as to further action (if any) to be taken by the Board.

**21.12** To set aside out of the profits of the Club such sums as it thinks proper as a reserve fund to meet contingencies or for repairing, improving and maintaining any of the property of the Club and for such other purposes as the Board shall in its absolute discretion think is conducive to the interests of the Club and may invest the several sums so set aside upon each investments as it thinks fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Club and may divide the reserve fund into such special funds as it thinks fit and employ the reserve fund or any part thereof in the business of the Club and that without being bound to keep the same separate from the other assets.

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## **22. BORROWING POWERS**

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**22.1** Any proposal by the Board that funds be raised either from Members or from third parties whether by loan, debenture or otherwise must first be approved by the Members in General Meeting provided that the Board may without obtaining the approval of Members borrow moneys which may be required in the ordinary course of carrying out the management of the Club by way of a bank overdraft or pursuant to a similar credit facility.

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## **23. REGULATIONS**

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**23.1** Any regulations made under the Constitution shall come into force and have the full authority of a regulation of the Club on being posted upon the Club Notice Board.

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## **24. PROCEEDINGS OF THE BOARD**

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**24.1** The Board may meet together for the despatch 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.

**24.2** Record of all Members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose.

**24.3** The Chairman shall preside at every Meeting of the Board or if at any meeting he is not present within ten minutes of the due time for commencement of the meeting or is unwilling or unable to act then the Deputy Chairman shall act as Chairman. If the Deputy Chairman is not present or is unwilling or unable to act then the Board Members present may elect their own Chairman for the purpose of that meeting.

**24.4** The quorum for meetings of the Board shall be four Members personally present.

**24.5** The Chairman may at any time and the Secretary upon the request of not less than three Members of the Board shall convene a meeting of the Board.

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

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

**24.8** 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.

**24.9** A resolution in writing signed by all the Members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly

convened and held. Any such resolution may consist of several documents in like form each signed by one or more Members of the Board.

**24.10** 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.

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## **25. DECLARATIONS OF INTERESTS BY DIRECTORS**

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**25.1** 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 directors' 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 26.1.

**25.2** 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 days of acquiring that interest.

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

**25.4** 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 any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

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## **26. PROHIBITION ON DIRECTORS WITH MATERIAL INTERESTS FROM VOTING**

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**26.1** 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.

**26.2** The board may pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 26.1.

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## **27. CONTRACTS WITH DIRECTORS**

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**27.1** 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.

**27.2** A “pecuniary interest” in a company for the purposes of Rule 27.1 does not include any interest exempted by Regulations made under the Registered Clubs Act, provided that the provisions of Rule 25.1, Rule 26.1 and Rule 27.1 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 reasons of that director’s interest, be voided.
- c) The director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

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## **28. CONTRACTS WITH SECRETARY**

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**28.1** Subject to Rule 28.2, 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).

**28.2** Rule 28.1 does not prevent the Club entering into a contract with any of the above persons which is:

- a) A contract of employment; or
- b) A result of an open tender process conducted by the Club;
- c) Otherwise permitted by the Registered Clubs Act.

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## **29 REMOVAL FROM OFFICE OF DIRECTORS**

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**29.1** 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 the Constitution.

**29.2** Any person appointed pursuant to paragraph 29.1(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.

**29.3** 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.

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## **30. VACANCIES ON BOARD**

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

- a) is disqualified for any reason referred to in Section 206B of the Act;
- b) 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;
- c) 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;
- d) by notice in writing given to the Secretary resigns from office as a director;
- e) 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;
- f) ceases to be a member of the Club;
- g) becomes an employee of the Club.

**30.2** The Board shall have power at any 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.

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## **31. RESPONSIBILITIES OF MEMBERS OF THE BOARD**

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### **31.1 Responsibilities of the Chairman**

The Chairman shall:

- a) be the principal officer of the Club.
- b) represent the Club, as appropriate, at meetings of related organisations and associations.
- c) be an ex-officio member of every Management Committee appointed by the Board.
- d) be an ex-officio member of all sub-section committees of the Club

### **31.2 Responsibilities of the Deputy Chairman**

The Deputy Chairman shall deputise for the Chairman when necessary and, as a member of The Board, participate in the overall management of the Club.

### **31.3 Responsibilities of the Honorary Treasurer**

The Honorary Treasurer shall:

- a) chair the Finance Committee and, as a Member of The Board, participate in the overall management of the Club.
- b) ensure that the correct records and accounts are kept which show the financial status of the Club.
- c) be responsible for the preparation of financial budgets for consideration by the Board.
- d) arrange for annual auditing; and
- e) as at the last day of December in each year, compile the statements of income and expenditure and balance sheet of the Club, which after audit shall be circulated to members with the notice of the annual general meeting;



- f) maintain, with the assistance of the Honorary Secretary, a register of moveable assets and may be a signatory for cheques on behalf of the Club;
- g) be responsible for such other functions as may be conferred upon the Honorary Treasurer by the Board or as may be prescribed in the by-law from time to time, or both.

#### **31.4 Responsibilities of the Honorary Secretary or Chief Executive Officer**

- a) The Honorary Secretary (or the Chief Executive Officer if one is appointed from time to time) shall be responsible to The Board for duties related to the general management and administration of The Club's activities, as determined by the Board. These responsibilities shall include the overall supervisions and control of all employees of the Club including, subject to the Board's concurrence or direction, the appointment and dismissal of such employees.
- b) The Honorary Secretary shall, under the control of the Board and subject thereto, keep or cause to be kept on the Club's premises:
  - i. A register of resolutions and proceedings of all meetings of The Club and The Board, properly entered into a minute book provided for that purpose.
  - ii. All original correspondence received by the Club and copies of all outward correspondence. Correspondence may be destroyed after it is one year old provided it is not considered to be necessary as an ongoing record of The Club.
  - iii. A proper register of members which shall record the names, addresses and date of entry as a member of the Club and the membership category of all members and the date of last payment by each member of his or her subscription.
  - iv. A proper register of the members of The Board which shall record their names and addresses and attendances at Board meetings.
  - v. A register of assets containing up to date records of all non consumable property of the Club, including all fixtures, fittings, furniture, equipment and the like.
  - vi. Any other documents and securities of the Club.

- c) The Honorary Secretary may attend all meetings of The Board and at such meeting may, when invited to do so, have the right to speak but not to vote and may arrange for the minutes of such meetings to be recorded.
- d) If an Honorary Secretary is appointed by The Board, then the Board may appoint the Honorary Secretary as nominee for the liquor licence of the Club under the Act and for ensuring compliance with the liquor laws and the Act. The Board may appoint another person to be the holder of the liquor licence under the Act, and such person is then responsible for ensuring compliance with the liquor laws and the Act.
- e) The Honorary Secretary shall arrange for a stock take of bar stock, to be conducted on the last day of each month.
- f) The Honorary Secretary shall arrange the procurement of all goods and services required by the Club, subject to any conditions prescribed in the by-laws.
- g) If an Honorary Secretary is not appointed by The Board, The Board shall ensure that all the responsibilities of the Honorary Secretary are carried out by specific persons nominated by the Board.

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## **32. GENERAL MEETINGS**

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**32.1** 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 Club's financial year. All meetings other than the Annual General Meetings shall be called General Meetings.

**32.2** The Board may whenever it thinks fit. and by the giving of no less than 21 days Notice to Members, convene a General Meeting.

**32.3** The Board shall on the requisition of not less than 20% per cent of the Members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:

- a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

- b) If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent of the requisitionists may themselves convene the meeting, any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
- c) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
- d) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
- e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

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### **33. NOTICE OF GENERAL MEETINGS**

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**33.1** At least twenty-one days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all full members entitled to attend and vote at that meeting and to the auditor.

**33.2** 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.

**33.3** 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 days prior to the date of the meeting.

**33.4** Neither the accidental omission to give notice of a meeting or the non-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.

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## **34. ANNUAL GENERAL MEETINGS**

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**34.1** The business of the Annual General Meeting, after a minutes silence for deceased Members shall be as follows:

- a) To confirm the Minutes of the previous Annual General Meeting; and
- b) to receive and consider the Directors and Financial Reports;
- c) to conduct half board elections;
- d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
- e) to approve the payment of honorariums (if any);
- f) to deal with any other business of which due notice has been given to the members.

**34.2** 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.

**34.3** 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.

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## **35. AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

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**35.1** 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.

**35.2** 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.

**35.3** 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.

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## **36. CHAIR AT GENERAL MEETINGS**

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**36.1** The Chairman shall be entitled to take the chair at every general meeting. If the Chairman is not present or is unwilling or unable to act then the Deputy Chairman shall preside as chairperson of the meeting. If the Deputy Chairman 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.

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## **37. ATTENDANCE AND VOTING AT GENERAL MEETINGS**

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**37.1** Only Full Members of the Country Club are entitled to attend and vote at a general meeting or the Annual General Meeting of the Club.

**37.2** A person shall not attend or vote at any meeting of the Club or of the Board or of any committee thereof, or vote at any election including an election of a member or of the Board as the proxy of another person.

**37.3** Subject to Rule 37.2 any member 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.

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

**37.4** Subject to the Constitution, 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 ten 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.

**37.5** 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.

**37.6** A demand for a poll may be withdrawn.

**37.7** 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.

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## **38. QUORUM FOR GENERAL MEETINGS**

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

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

**38.3** If a quorum is not present within thirty 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 32.3; 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 days from the date of the meeting.
- c) If at any meeting adjourned pursuant to Rule 38.3(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

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## **39. ADJOURNMENT OF GENERAL MEETINGS**

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**39.1** 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.

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

**39.3** 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.

**39.4** 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 days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

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## **40. MEMBERS RESOLUTIONS**

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**40.1** 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 thirty-five days prior to the date fixed for such Annual General Meeting.

The notice must:

- a) be in writing
- b) set out the wording of the proposed resolution, and
- c)
- d) be signed by two full members proposing to move the resolution.

**40.2** The Secretary shall cause all items of business and notices of motion referred to in Rule 40.1 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.

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## **41. ACCOUNTS AND REPORTING TO MEMBERS**

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**41.1** The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

**41.2** 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.

**41.3** The Board shall, not less than twenty-one days before each Annual General Meeting and in any event within five months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M.3 of the Act.

**41.4** In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:

- a) the financial report of the Club;
- b) the directors' report, and
- c) the auditors' report on the financial report.

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## **42. FINANCIAL YEAR**

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

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## **43. AUDITORS**

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

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## **44. SECRETARY**

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**44.1** At any time there shall be only one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

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## **45. EXECUTION OF DOCUMENTS**

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**45.1** The Board shall provide for the safe custody of the Seal of the Club.

**45.2** The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

- a) two Members of the Board; or
- b) one Member of the Board and the Secretary

**45.3** The Club may execute a document (including a deed ) without using the Seal if that document is signed by:

- a) two Members of the Board; or
- b) one Member of the Board and the Secretary



**45.4** The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

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## **46. NOTICES**

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**46.1** 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 the Constitution;
- c) by sending that notice to the facsimile number or electronic address (if any) nominated by the Member.

**46.2** Where a notice is sent by post to any member in accordance with Rule 46.1 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.

**46.3** Where a notice is sent electronically, the notice is taken to have been given on the day following that on which the notice was sent.

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## **47. FUNDS – MANAGEMENT**

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Subject to any resolution passed by the Members in general meeting, pursuant to Rule 5.11 the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Board determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Members of the Board or the Secretary of the Club and one member of the Board authorised to do so by the Board.

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## **48. INDEMNITY TO OFFICERS**

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**48.1** 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.

**48.2** 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.

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## **49. INTERPRETATION**

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**49.1** 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 the Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

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## **50. AMENDMENTS TO THE CONSTITUTION**

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**50.1** The Constitution can only be amended by way of special resolution passed at a General Meeting of the members of the Club. Country Club members and Life Members shall be the only members eligible to vote on any Special Resolution to amend the Constitution.

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## **51. OTHER ACTS**

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The Constitution should be read in conjunction with the following Act of Parliament:

- a) Corporation Act
- b) Registered Clubs Act
- c) Industrial Arbitration Act
- d) Anti-discrimination Act
- e) Occupational Health and Safety Act
- f) Privacy Act
- g) Child Protection Act
- h) Awards affecting the various staff classifications

# **SECTION ONE**

## **REGULATIONS GENERAL**

### **1. COMPLAINTS**

All complaints on any matters connected with the management or services of the Club or the conduct of any employee of the Club shall be made to the Chairman of the Board, who may, if necessary, insist that such complaint shall be made in writing.

### **2. STAFF**

No employee of the Club shall be directly reprimanded or given any directions or instructions regarding the matter of work or terms of employment by an individual Club Member.

### **3. GAMBLING**

Gambling other than that permitted by the Registered Clubs Act is prohibited on the Club's premises.

### **4. BAR, KITCHEN AND CLUB FLAT QUARTERS**

No Member without proper authority shall at any time or for any purpose be allowed to go behind the bars of the Club or in the kitchen or club flat quarters.

### **5. CLUB PROPERTY**

No property of the Club shall in any circumstances be removed from the Club premises without authority and if so removed shall be forthwith returned. Any Member who shall destroy or damage any of the property of the Club shall on demand pay the cost of replacement or repair to the satisfaction of the Board, provided that the Board may, if satisfied in any instance that such destruction or damage was accidental, waive wholly or modify the provision of this rule.

### **6. CANVASSING OR COLLECTING FOR CHARITIES**

No canvassing for subscriptions for outside organizations or selling raffle tickets and the like is allowed in any way in or about the Club's premises unless the permission of the Board or Secretary is first obtained.

### **7. UNAUTHORISED NOTICES**

No notice, publication, picture or document shall be posted or displayed in the Clubhouse or its precincts without the authority of the Chairman of the Board.

## **8. DRESS REGULATIONS**

Notices shall be posted in the Clubhouse governing dress regulations as laid down by the Board from time to time.

## **9. REGULATIONS**

Notices for the regulation of the Clubhouse or Bowling Greens, arrangements for provision of house services, play on the Course, approved recommendations of the Sub-Committees and the like shall be caused by the Board to be posted in the Clubhouse from time to time. Such notices shall be deemed to be regulations of the Club and all Members shall be guided and governed thereby.