

CORPORATIONS ACT 2001
A Public Company Limited by Guarantee
and not having a Share Capital

CONSTITUTION
of
WOOLOOWARE GOLF CLUB LIMITED
ABN 37 000 242 893

Amended 25th March 2025.

NAME

- 1 The name of the company is "Woollooware Golf Club Limited".

DEFINITIONS

- 2 Unless the context or subject matter otherwise requires:

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

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

"By-law" means and includes regulations.

"the Club" means Woollooware Golf Club Limited.

"the Club Notice Board" means a board or boards designated as such within the Club's premises, including WGC website, WGC Management emails and WGC news emails on which notices for the information of members are posted.

"Constitution" means and includes Rules.

"Director" means a member of the Board.

"Financial Member" means any Ordinary Member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"General Meeting" includes Annual General Meeting.

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

"month" means calendar month.

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

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

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

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

"Seal" means the common seal of the Club.

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

"Special Resolution" has the same meaning as in the Act.

INTERPRETATION

- 3 A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

- 4 Unless the context or subject matter otherwise requires:

- (a) words indicating one gender include the other gender and vice versa; and
- (b) words indicating the singular include the plural and vice versa.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

- 5 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 this Constitution.

- 6 The Club is established for the objects set out in this Constitution.

- 7 (a) The Club is a non-proprietary Club.
- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- 8 (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.

- (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
- 9
- (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
 - (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
- 10 Voting by proxy is not permitted:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.

OBJECTS

- 11 The objects for which the Club is established are:
- (a) To promote the game of golf and other athletic sports and pastimes.
 - (b) To provide golf links, swimming pools and grounds at Caringbah or elsewhere and to lay out, prepare and maintain the same for golf, tennis, bowls, quoits, polo, cricket, croquet and other purposes of the Club. In addition provide clubhouses, pavilions, lavatories, kitchens, refreshment rooms, workshops, garages and other conveniences either for ladies and gentlemen or both with all such rooms, conveniences, appointments and outbuildings as may be considered desirable in connection therewith and to furnish and maintain the same and to permit the same and the property of the Club to be used by members and other persons either gratuitously or for payment.
 - (c) To enter into leases, agreements and arrangements with the Council of the Shire of Sutherland (hereinafter called the "Council") regarding the Woollooware Golf Course and Club House and regarding any other matter relating or incidental to the objects of the Club and to adopt the agreements made between the Council of the one part and Woollooware Golf Club.
 - (d) To purchase, hire, make, obtain or provide and maintain horses, machinery, livestock, motor cars, furniture, implements, tools, utensils, plate-glass, billiard tables, linen, books, papers, periodicals, stationery, cards, games, licences of all kinds and other things required or which may be conveniently used in connection with the links and grounds, clubhouses and other premises of the Club by persons frequenting the same whether members of the Club or not.
 - (e) To buy, make, supply, sell, repair and deal in all kinds of golf clubs and balls and all other apparatus or materials used in connection with golf and any other athletic sports or recreation and all kinds of provisions and refreshments both liquid and solid including tobacco, cigars and cigarettes required or used by the members of the Club or other persons using the Club House, links and other grounds.

- (f) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights of 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.
- (g) To allow the use of clubhouses and premises and other property of the Club to such persons whether members of the Club or otherwise, companies or organisations and on such terms whether for fee or gratuitously as may be desirable.
- (h) To raise money by entrance fees, subscriptions and charges and to grant any rights and privileges to members.
- (i) To hire and employ and dismiss secretaries, clerks, managers, employees and workers and to pay them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (j) To promote and hold either alone or jointly with any other association, club or persons golf meetings, competitions and matches and any other sports or pastimes 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.
- (k) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club.
- (l) 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, realise or otherwise deal with any such securities.
- (m) To borrow with or without security or raise and give security for money by the issue or upon bonds, debentures, promissory notes or other obligations or securities of the Club secured upon its assets or otherwise or by mortgage or charge upon all or any part of the property of the Club, in particular, to issue debentures or give mortgages in respect of all moneys which may hereafter be advanced to the Club.
- (n) 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 and to hold Board meetings wherever found most convenient for the purpose of the Club's business.
- (o) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (p) 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.
- (q) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a manager or other officer to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.

- (r) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (s) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (t) To lend money to such 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 that purpose to give securities over all or part of the Club's business or undertaking or property both present and future.
- (u) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable and benevolent objects or for any exhibition or for any public, general or useful object, and to make donations to such persons and in such cases as the Club may deem expedient.
- (v) To indemnify any such person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give 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.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

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

WINDING UP

- 13 The liability of the members of the Club is limited.
- 14 Each full 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 of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.

- 15 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 carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibits or prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution 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.

MEMBERSHIP

- 16 The number of Ordinary Members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
- 17 A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
- 18 A person who is under the age of 18 years must not be admitted to any class of Ordinary membership except Cadet or Junior membership.
- 19 All classes of membership are open to all genders.
- 20 Unless and until otherwise determined by the Board, the classes of Ordinary membership are:
- (a) Category 1 Member
 - (b) Category 2 Member
 - (c) Category 3 Member
 - (d) Sunday Member (closed to new applications)
 - (e) Platinum Member (closed to new applications)
 - (f) Cadet Member (9 years to under 14 years)
 - (g) Junior Member (14 years to under 18 years)
 - (h) Intermediate Member (18 years to under 26 years)
 - (i) Lifestyle Member
 - (j) House Member

ORDINARY MEMBERSHIP

- 21 The requirements for election to and the entitlements of the following classes of Ordinary membership are:

(a) **Category 1 Member**

- (i) A person who has attained the age of 18 years, has applied for Category 1 membership and has been duly admitted.
- (ii) Entitled to all playing and social privileges of the Club

(b) **Category 2 Member**

- (i) A person who has attained the age of 18 years, has applied for Category 2 membership and has been duly admitted.
- (ii) Entitled to all playing and social privileges of the Club.

(c) **Category 3 Member**

- (i) A person who has attained the age of 18 years, has applied for Category 3 membership and has been duly admitted.
- (ii) Entitled to all playing and social privileges of the Club.

(d) **Sunday Member (closed to new applications)**

- (i) A person who has attained the age of 18 years, has applied for Sunday membership and has been duly admitted.
- (ii) Entitled to all playing and social privileges of the Club.

(e) **Platinum Member (closed to new applications)**

- (i) A person who has attained the age of 18 years, has applied for Platinum membership and has been duly admitted.
- (ii) Entitled to all playing and social privileges of the Club.

(f) **Cadet Member**

- (i) A person who has attained the age of 9 years but is under the age of 14 years, has applied for Cadet membership and has been duly admitted.
- (ii) The minimum age may be reduced below 9 years of age, if the Board determines the applicant displays exceptional golfing potential.
- (iii) Not entitled to use the Club's facilities except as per the Registered Clubs Act.
- (iv) Playing privileges are determined by the Board, but Cadet members cannot vote at General Meetings or hold office on the Board.

(g) **Junior Member**

- (i) A person who has attained the age of 14 years but is under the age of 18 years, has applied for Junior membership and has been duly admitted.

- (ii) Entitled to social privileges of the Club, in accordance with the Registered Clubs Act and playing privileges as determined by the Board. Junior members cannot vote at General Meetings or hold office on the Board.

(h) **Intermediate Member**

- (i) A person who has attained the age of 18 years but is under the age of 26 years, who has applied for Intermediate membership and has been duly admitted.
- (ii) Playing privileges are determined by the Board.

(i) **Lifestyle Member**

- (i) A person who has attained the age of 18 years, has applied for Lifestyle membership and has been duly admitted.
- (ii) Entitled to all social privileges and playing privileges as determined by the Board.

(j) **House Member**

- (i) A person who has attained the age of 18 years, has applied for House membership and has been duly admitted.
- (ii) Entitled to use the Club's facilities but cannot vote at General Meetings or hold office on the Board.

LIFE MEMBERSHIP

- 22 (a) The Board will consider any nomination from time to time on the written request of not less than 10 financial members in the classes of Ordinary membership and Life membership, for the granting of Life membership to an Ordinary Member. If the Board passes a resolution in favour of the nomination, that nomination will be submitted to the next Annual General Meeting for determination by resolution. In order for the person to be elected to Life membership, the resolution must receive votes in its favour from three-quarters of those members who are present and entitled to vote.
- (b) To be eligible for nomination, the member must:
- (i) have maintained continuous financial membership of the Club for a term of not less than 15 years; and
 - (ii) have held a Position of Responsibility within the Club, which is recognised by the Board and the Club for a term in the aggregate or otherwise of not less than 12 years and during such term of the position has performed outstanding personal service to the Club.
- (c) There will not be more than 3 members nominated or appointed to the class of Life membership in any one financial year.

RIGHTS OF MEMBERS

- 23 **A Life Member retains all the entitlements, rights and privileges of an Ordinary Member. In addition, a Life Member is exempt from payment of subscriptions or levies.**

24 Financial members in the classes of Life membership, Ordinary Membership, Platinum Membership, Sunday Membership, Lifestyle Membership and Intermediate Membership will be the only members of the Club who are entitled:

- (i) to attend and to vote on all matters at General Meetings; and**
- (ii) to vote at the election of the Board.**

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

26 (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise. In particular, the Board has the power to designate times on the golf course for specific events and to invite members of any class to participate.

(b) Subject to the Registered Clubs Act, Cadet members and Junior members, are entitled only to use those facilities and amenities of the Club as determined by the Board from time to time. Cadet members and Junior members are not entitled to nominate persons for membership, introduce guests to the Club or participate in the management of the Club in any way.

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

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

HONORARY MEMBERSHIP

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

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

28 (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.

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

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

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

- (i) the name in full, or the surname and initials, of the Honorary Member;
- (ii) the residential address of the Honorary Member;

- (iii) the date on which Honorary membership is conferred;
- (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

- 29 The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (b) An Ordinary member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) An Ordinary member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) An interstate or overseas visitor.
- 30
- (a) Temporary Members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.
 - (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (c) The Secretary, or in the Secretary's absence the delegated senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
 - (d) A person under the age of 18 years must not be admitted as a Temporary Member of the Club, other than pursuant to Rule 31(c).
 - (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 31(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
 - (i) the name in full, or the surname and initials, of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary Member.

PROVISIONAL MEMBERSHIP

- 31 (a) A person may be admitted to Provisional membership of the Club pending the decision of the Board in relation to his or her application for Ordinary membership. The requirements for admission to Provisional membership are:
- (i) the person has applied for a class of Ordinary membership on the Club's nomination form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Should a person who is admitted as a Provisional Member not be elected to Ordinary membership of the Club within 6 weeks from the date of depositing the nomination form at the Office or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional Member. The entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership, that person will cease to be a Provisional Member and from the date of approval the person will be admitted to the class of Ordinary membership applied for.
- (d) Provisional Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

- 32 A person must not be admitted as an Ordinary Member of the Club unless that person is elected to membership at a meeting of the Board by a three-fifths majority of the Directors present and voting, the names of those Directors present and voting at that meeting being recorded by the Secretary.
- 33 The powers of the Board in relation to the election or transfer of members may be exercised by an election committee appointed by the Board.
- 34 A candidate for any class of Ordinary membership must be proposed by one and seconded by another financial member, both of whom:
- (a) Are in the classes of Life and Ordinary Membership and;
 - (b) Have been a member of a class of membership referred to in paragraph (a) for not less than one year immediately preceding the proposal.
- 35 (a) A nomination form must be completed in respect of every application for Ordinary membership.
- (b) The nomination form will contain such particulars as are from time to time prescribed by the Board. The nomination form will as a minimum include 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.
 - (c) The nomination form must be signed by the proposer, seconder and the candidate.
 - (d) The appropriate joining fee (if any) and subscription must be lodged with the nomination form.

- (e) The nomination form must be deposited at the Office. The Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than 7 days before the election of the candidate as a member of the Club. An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election. The Board may refer any application to a membership committee for investigation and review.
 - (f) All nominations for any class of Women membership will be referred to the Secretary of the Women Committee before being brought before the Board. If the Women Committee signifies any objection to the admission of the person as a member it must communicate to the Secretary of the Club the reason for that objection so that the nomination may with the report from the Ladies Committee be considered by the Board and dealt with by it.
 - (g) The Board may reject any application for membership without assigning any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
 - (h) A person whose application for membership has been rejected is ineligible to be again proposed for membership for a period of one year from the date of the rejection. No candidate will be proposed more than twice.
 - (i) The Board has the power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.
- 36 When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

TRANSFER OF MEMBERSHIP

- 37 (a) The Board or the Membership committee, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. However, the Board or membership committee will only effect the transfer to commence on the first day of the next financial year following the transfer application, unless no financial adjustment is required or is necessary as set out in paragraph (c) in which event the Board or Membership committee may approve the transfer to be effective from the date of approval.
- (b) Notwithstanding paragraph (a), transfers of Cadet members, Junior members, Intermediate members, to Junior membership respectively, may be effected by the Board or the Membership committee on the birthday on which the member ceases to be eligible for the class of membership enjoyed immediately prior to that birthday.
 - (c) Except for Cadet members, Junior members, Intermediate members, for whom the Board or the Membership committee will have the discretion to determine the appropriate transfer fee, any member so transferred will be required to pay the difference between the annual subscription applicable to his or her present class of membership and that which is applicable to the class of membership to which he or she desires to be transferred.
 - (d) No refund is payable to a member who transfers to a class of membership for which a lower annual subscription is applicable.

JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 38 (a) Membership subscriptions may be paid monthly in advance by direct debit, annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.
- (b) The Joining fees and subscriptions payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary Members is not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- 39 Any member who may be temporarily outside Australia may be granted relief from payment of the full subscription during the period of his or her absence. However, that member will be liable for the payment of a subscription of not less than the minimum amount provided for by the Registered Clubs Act. The member must make written application for relief. Upon the member's return (all subscriptions and liabilities due by him or her by the Club having been paid) and on payment by him or her of a proportion of the subscription then payable for the year of his or her return, the member will be entitled to be reinstated to his or her original status in the Club. During the period of his or her absence, the member will not be entitled to exercise any voting rights, which will be suspended. The Board may at any time or times suspend the payment of joining fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the joining fee chargeable to any member under any special circumstances that may arise.
- 40(a) If a member ceases to be a financial member of the Club such member will lose all playing privileges until that member regains financial membership. In this instance the Secretary may cause a written notice of default to be sent to that member.
- (b) If the member pays any such subscription or other money within 30 days after the due date for payment, that member will again be a financial member.
- 41 Charges or levies on Ordinary Members in addition to joining fees and subscriptions may only be made by resolution passed at a General Meeting on the recommendation of the Board.

ABSENTEE LIST

- 42 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to Australia or residing outside Australia. The member will be placed on an Absentee List.

PATRON

- 43 The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting. Any Patron will (if not a member of the Club) thereby be deemed to be an Honorary Member of the Club and subject to this Constitution will remain an Honorary Member while he or she remains a Patron.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

- 45 The Club must keep the following registers:
- (a) A register of persons who are Members of the Club. This register must set forth the name in full, the occupation and address of each Member and, if the member is an Ordinary Member, the date on which that member last paid the fee for membership of the Club.
 - (b) A register of persons who are Honorary Members.
 - (c) A register of persons who are Temporary Members.
 - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

DISCIPLINARY PROCEEDINGS

- 46 If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or is in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or is in the opinion of the Board, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of Members, provided that:
- (a) The member must be notified of any charge against that member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
 - (c) The voting by the Directors present at the meeting will be in such manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a two-thirds majority of the Directors present vote in favour of that resolution.
 - (d) If the member fails to attend the 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 made to it in writing by the member charged.
 - (e) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (f) If having attended the meeting, the member charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (g) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.

- (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a), the Board has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
 - (i) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 Directors. A quorum of the disciplinary committee is 3 Directors.
- 47 (a) The Secretary, or in the Secretary's absence the delegated senior employee of the Club then on duty ("the senior employee"), has the power to suspend any person's membership and remove that member from the premises of the Club:
- (i) Who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act.
- (b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to Rule 49.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 48 (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will take effect from the date on which it is received by the Secretary.
- (b) The Board may refuse to accept a subscription from any Cadet members, Junior members, Intermediate members, who in the opinion of the Board has not participated in the Club's sporting activities in the previous year and has not provided a reasonable excuse. That person will cease to be a member of the Club upon the Board's refusal. The disciplinary proceedings provisions of this Constitution will not apply to the Board's refusal under this paragraph.
- (c) Every person ceasing to be a member of the Club (whether by resignation or expulsion), being removed from the Register of Members, neglecting to pay the joining fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club. However, the person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution. Any person who resigns from membership or ceases to be a member is not entitled to a refund of joining fees or subscriptions.

GUESTS

- 49 (a) All members other than Cadet members and Junior members, have the privilege of introducing guests to the Club. However, a Temporary Member who has attained the age of 18 years may only introduce a guest who is under the age of 18 years and in relation to whom the Temporary Member is a responsible adult.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) The Secretary, or in the Secretary's absence the delegated senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
- (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member.
- (i) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

THE BOARD

- 50 (a) Subject to paragraph (b), the business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of 9 Directors, consisting of a President, Vice-President, Captain, Vice-Captain, Treasurer and 4 Ordinary Directors.
- (b) The members in General Meeting may by ordinary resolution reduce the number of members on the Board and in association therewith the number of members of the Board required to constitute a quorum at meetings of the Board.

- 51 (a) Financial members in the classes of Life membership, Full Membership, Women Membership, Platinum Membership, Pensioner Membership, Pensioner Women Membership, will be the only members of the Club who are eligible to be nominated for, elected to or hold office on the Board.
- (b) A member is ineligible to be nominated for election to the Board if that member:
- (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting; or
 - (ii) has at any time been convicted of an indictable offence; or
 - (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.
- 52 (a) The Directors will hold office until the next Biennial Election of the Board of Directors after that at which they were elected when they will retire. A retiring Director will (subject to this Constitution) be eligible for re-election.
- (b) The Directors holding office as of the date of the Special Resolution adopting this Constitution will hold office until the next Biennial Election of the Board of Directors. A retiring Director will (subject to this constitution) be eligible for re-election.
- (c) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension.

ELECTION OF THE BOARD

- 53 The election of the Board will be conducted biennially in the following manner:
- (a) Except as provided in this Rule, nominations for election to an office or offices on the Board must be made in writing, signed by 2 financial members in the classes of Life membership, Ordinary membership, Platinum Membership, Intermediate membership, and signed by the nominee who must also signify his or her consent to the nomination. The proposer, seconder and nominee must be financial members at the time the nomination form is signed.
- (b) A candidate may nominate for more than one office. If the candidate is elected to or is unopposed for election to the senior office, he or she will be deemed to have been eliminated from candidature for the junior office. The order of seniority of offices is:
- (i) President;
 - (ii) Vice-President;
 - (iii) Captain;
 - (iv) Vice-Captain;
 - (v) Treasurer;
 - (vi) Ordinary Director;

- (c) Nominations for election to the Board must be received by the Secretary by the time fixed for the close of nominations, being not less than 42 days before the date of the Annual General Meeting. The Secretary will as soon as possible after the close of nominations, post notification of the nominations on the Club Notice Board.
 - (d) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.
 - (e) If no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for the vacancies, an election by ballot for the vacancies remaining will be held in accordance with paragraph (f).
 - (f) If the number of candidates duly nominated exceeds the number required to be elected, a ballot will be conducted as prescribed in the By-laws and in accordance with the following procedure:
 - (i) the Board will appoint a Returning Officer and not less than 3 scrutineers for the counting of the ballot;
 - (ii) a candidate for any office is ineligible to be appointed as the Returning Officer or as a scrutineer;
 - (iii) in any case of doubt as to the formality of any vote cast in the election, the Returning Officer's decision will be final;
 - (iv) in the event of an equality of votes in favour of 2 or more candidates, the Chairman of the Annual General Meeting will draw lots between those candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- 54 The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

POWERS OF THE BOARD

- 55 The Board is responsible for the management of the business and affairs of the Club.
- 56 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 regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting; provided that no such regulation will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without limiting its general powers, the Board has power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors 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.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought 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 thinks 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 it thinks 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 will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such investments and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (h) To secure the fulfilment of any contract of engagement entered into by the Club by mortgaging or charging all or any of the property of the Club, provided that the Board will not without the consent of a General Meeting enter into new mortgages or charges on the Club's property in an amount in excess of 50% of the revenue received by the Club from membership subscriptions in respect of the previous financial year until otherwise determined by the members in General Meeting.
- (i) Subject to paragraph (h), to borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To make reciprocal arrangements with state, interstate, territory or overseas golf clubs.
- (k) To sell, exchange or otherwise dispose of any property belonging to the Club.
- (l) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (m) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
- (n) To fix the maximum number of persons who may be admitted to each class of membership of the Club.

- (o) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (p) To set the joining fees and subscriptions payable by members.
- (q) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (r) To recommend the amount of honorarium payable to any Director or to any other person in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (s) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

- 57 The Board has power to make such By-laws not inconsistent with this 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 By-laws. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) the general management and control of the trading activities of the Club;
 - (c) the management and control of the Club's premises;
 - (d) the management and control of play and dress on the Club's premises and on the golf course;
 - (e) the upkeep and control of the Club's property and the golf course;
 - (f) the management and control of all competitions;
 - (g) the conduct of members and guests of members;
 - (h) the privileges to be enjoyed by members;
 - (i) the relationship between members and the Club's employees;
 - (j) the control and regulation of the Club's sections and committees and the conduct and activities thereof;
 - (k) generally all such matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the Club in General Meeting.

- 58 The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
- 59 Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

- 60 The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
- 61 A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
- 62 The Board may empower any section or committee of the Club to open and operate an account in the name of the section in such financial institution as the Board may from time to time approve. However, the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace those persons or any of them.
- 63 Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must 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 or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- 64 Subject to this Rule, the constitutions and rules or by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting called specifically for such purpose. However, no amendment proposed to and approved by the meeting of the members of the section will have effect unless and until it has been approved by resolution of the Board.
- 65 Any committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or the President's nominee, who must be a Director, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the proceedings of the Board and provisions of this Constitution unless otherwise prescribed by the Board.
- 66 Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

WOMENS COMMITTEE

- 67 (a) There will be a Women,s Committee consisting of a President, Vice President, Captain, Vice Captain, Treasurer, Secretary and 5 other Women Members. The Womens' Committee will immediately after the Womens' annual general meeting report the result of the elections to the Secretary of the Club. The Honorary Secretary of the Womens' Committee will in addition to those other duties as the Womens' Committee will and may confer, keep minutes of all proceedings of Women Members and of the Womens' Committee and will keep a record of the names of members present and voting at all of those meetings. All such minutes and records will at all times be open to the inspection of the Board or its appointee.
- (b) The Womens' Committee will have power to issue handicaps for female members of all classes of membership of the Club and to arrange (subject to the regulations of the Board) competitions and matches for female members and, subject to this Constitution, to deal with all other matters which the Board may by resolution empower the Womens' Committee to deal with, provided always that the Board will have full power at any time in its absolute discretion to revoke any or all powers so granted to the Womens' Committee.
- (c) In all matters not specifically provided for in this Rule, this Constitution (unless the context otherwise requires) will apply to Women Members generally.

PROCEEDINGS OF THE BOARD

- 68 The Board may meet together for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each calendar month for the transaction of business. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
- 69 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.
- 70 The President is entitled to preside as the Chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Vice-President will preside as the Chairman. If the Vice-President is not present or being present is unwilling or unable to act, then the Directors present may elect their own Chairman.
- 71 The quorum for a meeting of the Board is a majority of the Directors.
- 72 The President may at any time call a meeting of the Board. The Secretary must call a meeting of the Board upon the request of not less than 3 Directors.
- 73 Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes, and a determination by a majority of the Directors will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting will have a second vote in addition to a first vote but must exercise the second vote so as to maintain the status quo.
- 74 All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 75 (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
- 76 (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

VACANCIES ON THE BOARD

- 77 Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director or Directors whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.
- 78 The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Secretary, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;
 - (i) ceases to hold a qualification by which that person was appointed to or elected to office;
 - (j) ceases to be a financial member;
 - (k) is suspended from the privileges of membership pursuant to Rule 49;
 - (l) ceases to be a member of the Club; or
 - (m) ceases to be a member entitled to hold office on the Board.
- 79 The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the next Biennial Election of the Board.
- 80 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

- 81 A general meeting known as the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are known as General Meetings.
- 82 The Board may whenever it thinks fit call a General Meeting and it must, on the request of not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) having at the date of the deposit of the request at the Office a right to vote at General Meetings, within 21 days proceed to call a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions will have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to call the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves call the meeting. However, any meeting so called must not be held after the expiration of 3 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 will be deemed not to have duly called the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting called under this Rule by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board.
 - (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.
- 83 (a) Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given in the manner provided by this Constitution to each individual member who is entitled to attend and vote at that meeting.
- (b) A copy of the notice calling a General Meeting will also be posted on the Club Notice Board not less than 7 days prior to the date fixed for the holding of the meeting.
 - (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

- 84 No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:

- (a) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote; and
 - (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 20 members of the Club who are present and entitled to vote.
- 85 If within 15 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if called upon the request of members will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine, but such period must be less than one month. If at such adjourned meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

- 86 The business of any Annual General Meeting may include:
- (a) confirmation of the Minutes of the previous General Meeting;
 - (b) receipt and consideration of the reports prescribed by Section 317 of the Act;
 - (c) election of the Board;
 - (d) appointment (if required) of the Auditor;
 - (e) any business of which due notice has been given;
 - (f) any business approved by the meeting.
- 87 The President is entitled to preside as the Chairman at any General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Vice-President will preside as the Chairman. If the Vice-President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Board will elect a Director to preside as the Chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to be the Chairman of the meeting.
- 88 At a General Meeting, a poll on any resolution may be demanded by the Chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the Chairman will have a second vote in addition to a first vote.
- 89 At any General Meeting (unless a poll is demanded), a declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 90 (a) If at any General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.

- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting will determine the dispute, and such determination made in good faith will be final and conclusive.

- 91 The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
- 92 Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting, and if purporting to be so signed is prima facie evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

- 93 The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 94 The financial records will be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
- 95 The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), make available to each member of the Club, but subject to Section 316 of the Act, either:
- (a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act and a copy of the auditor's report required under Section 308 of the Act; or
 - (b) a copy of the concise report that complies with Section 314(2) of the Act.
- 96 The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
- 97 An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration will be fixed by the Board.

SECRETARY

- 98 The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

- 99 The Board must provide for the safe custody of the Seal.
- 100 (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- 101 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.

NOTICES

- 102 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
- 103 (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:
- (i) in the case of a notice of meeting, on the day following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
- 104 If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

- 105 (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club

against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

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

RESERVE FUND

- 106 The Board may 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 Club's property and for any other purposes which the Board in its absolute discretion thinks conducive to the interests of the Club. The Board may invest those sums upon such 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. The Board 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 that sum separate from the Club's other assets.

MEMBER OF THE YEAR AWARD

- 107 (a) Any Ordinary Member may be nominated by not less than 5 Ordinary Members, for an annual Award to be known as the Member of the Year Award (the "Award"). Nominations must be in writing and will close at such time as the Board may determine by notice posted on the Club Notice Board.
- (b) Nominations for the Award must provide details of the nominee's outstanding contribution to the Club in respect of that particular year.

- (c) The Board will determine which (if any) nominee for the Award should be recommended to the members at the next Annual General Meeting. The Board reserves the right not to nominate any person in any particular year. The Board may only recommend one person to the Annual General Meeting.
- (d) The Award will be conferred upon the recipient following approval by a majority of members present and voting at the Annual General Meeting.
- (e) The recipient of the Award will be entitled to such benefits (not being in the form of money, cheque or promissory note) which have been proposed by the Board and approved by a majority of members present and voting at the Annual General Meeting.

COPY OF CONSTITUTION

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

READING OF CONSTITUTION

- 109 This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

- 110 This Constitution may only be amended by a resolution passed by a three-quarters majority of financial members who are entitled to attend and to vote at General Meetings, as defined in Rule 25 (a).

WOOLOOWARE GOLF CLUB LIMITED

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