

The Corporations Act

CONSTITUTION

of

YARRAWONGA & BORDER GOLF CLUB LIMITED
TRADING AS YARRAWONGA MULWALA GOLF CLUB RESORT

ABN 11 000 996 930

A Corporation Limited by Guarantee
and not having a share capital

Updated 29 October 2023

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CORPORATIONS ACT
A public company limited by guarantee and
not having a share capital

CONSTITUTION
OF
YARRAWONGA & BORDER GOLF CLUB LIMITED

(ABN 11 000 996 930)

NAME OF THE CLUB

The name of the Company is Yarrowonga & Border Golf Club Limited ABN 11 000 996 930 (“The Club”).

PRELIMINARY

1. The Company shall be a non-proprietary company.
2. The Company is established for the purposes set out in this Constitution.
3. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS

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

“**The Act**” means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force.

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

“**By-Laws**” shall mean the By-laws made in accordance with this Constitution.

“**The Club**” means Yarrowonga & Border Golf Club Limited ABN 11 000 996 930.

“**The Clubs Act**” means the Registered Clubs Act (NSW) 1976.

“**The Gaming Machine Act**” means the *Gaming Machine Act (NSW) 2001*.

“The Smoke Free Environment Act” means the *Smoke Free Environment Act (NSW) 2005*.

“Chief Executive Officer” includes the Secretary, any Honorary Secretary, any Acting Secretary and/ or General Manager.

“Director” or “Directors” means a member or members of The Board.

“Club Notice Board” means a board designated as such and located in a conspicuous place within The Club premises on which notices for the information of members are posted.

“Code” means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.

“Constitution” means this Constitution.

“Liquor Act” means the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation.

“Month” except where otherwise provided in this Constitution means calendar month.

“Officers” includes the President, the Vice President, the Captain, the Vice Captain, and members of The Board but does not include the Auditor.

“Ordinary Member” includes Full members, Intermediate members, Bowls/Croquet members, Social members, Country members, Staff members, Young Adult members, Junior members and Corporate members.

“Proceedings” means any legal proceedings, civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an officer of The Club, including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to The Club.

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

“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

“Rules” means the rules comprising this Constitution.

“Seal” means the common seal of The Club.

“Special Resolution” means a resolution that in accordance with the Act:

- (i) is passed at a General Meeting of The Club, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and

- (ii) is passed at a meeting referred to in paragraph (i) of this Rule 4 by a majority of at least three quarters of such members of The Club as, being entitled to do so, vote in person at that meeting.

INTERPRETATION

- 5. In this Constitution:
 - (a) words denoting the singular include the plural and vice versa;
 - (b) words denoting the masculine gender include the feminine gender and vice versa;
 - (c) headings are for convenience only and do not affect interpretation;
 - (d) reference to legislation or to a provision of legislation includes any amendment, substitution or re-enactment of the legislation, or any regulations issued under the legislation.
- 6. A decision of The Board on the construction or interpretation of this Constitution or on any By-law, shall be conclusive and binding on all members of The Club, subject to that construction or interpretation being varied or revised by a Special Resolution passed by eligible members of The Club in General Meeting or by a court of competent jurisdiction.

OBJECTS OF THE CLUB

- 7. The Club continues for the following objects and purposes:
 - (a) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easement, right or privilege which The Club may think requisite for the purposes of or capable of being conveniently used in connection with any of the objects of The Club.
 - (b) To promote and conduct the game of golf and such other sports, games, amusements and entertainments, past-times and recreation, indoor and outdoor as The Club may deem expedient.
 - (c) To construct, establish, provide, maintain and conduct such golf courses, playing areas and grounds as The Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as The Club may from time to time determine.
 - (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of The Club.
 - (e) To raise money by entrance fees, subscriptions and any other payments payable by members and to grant any rights and privileges to subscribers.

- (f) To promote and hold either alone or jointly with any association, club or persons, golf meetings, competitions, matches and other sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainments. Providing that no member of The Club or other persons shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by The Club and which under the regulations affecting the said game, match, sporting event or competition may be awarded to him.
- (g) To hold a Club Licence under the Liquor Act and in accordance with The Clubs Act or such other necessary licence or other permit or other authority under any such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of poker or gaming machines or approved amusement devices.
- (h) To buy, prepare, make, supply, sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports, games or entertainments and all kinds of provisions and refreshments required or used by the members of The Club or other persons frequenting the course, grounds, club houses or premises of The Club.
- (i) To purchase, take or lease or exchange or otherwise acquire any lands, buildings, easements, rights of common or property, real or personal which may be a requisite for the purpose of or conveniently used in connection with any of the objects of The Club and, subject to *The Clubs Act*, to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (j) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable, instruments of any description.
- (k) To borrow or raise and secure the payment of money in such manner as The Club shall think fit and in particular by the issue of debentures or debentures stock perpetual or otherwise carried upon all or any of The Club's property (both present and future) and to purchase, redeem or pay-off any such securities.
- (l) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee, business and for that purpose to give securities over all or any part of The Club's business or undertaking or property both present and future.

- (m) To indemnify any person or persons whether members of The Club or not who may incur or have incurred any personal liability for the benefit of The Club.
- (n) To invest and deal with the moneys of The Club not immediately required upon such securities and in such manner as from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.
- (o) To hire, employ and dismiss the CEO, clerks, managers, servants and workmen and to pay them and to other persons in return for services rendered to The Club salaries, wages, gratuities or pensions.
- (p) To give, sell, improve, manage, develop, exchange, hire, lease, mortgage and subject to the limitations of Section 41E of The Clubs Act in relation to the disposal of land by The Club otherwise dispose of the property of The Club or any part of parts thereof.
- (q) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of The Club or carrying on any business capable of being conducted so are directly or indirectly to benefit The Club.
- (r) To promote any company or companies for the purpose of acquiring all or any of the property right and liabilities of The Club on or for any other purpose which may seem directly or indirectly calculated so as directly or indirectly to benefit The Club.
- (s) To sell or dispose of the undertaking of The Club or any part thereof for such consideration as The Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of The Club.
- (t) To insure against damage by fire or otherwise any insurable property of The Club and to insure any servant of The Club against risk, accident or in the course of their employment by The Club and to effect insurance for the purpose of indemnifying The Club in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or past employees of The Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurance, funds, pensions or allowances.
- (u) From time to time to make donations to such persons as The Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (v) To do all or any of the abovementioned things either singularly or in conjunction with any other corporation, company, firm, association, club or persons and either as principals, agents, contractors, trustees or otherwise.

- (w) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

LIMITED LIABILITY

- 8. The liability of the members of The Cub is limited.

MEMBERS GUARANTEE

- 9. (a) Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if The Club is wound up:
 - (i) while he or she is a member of The Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 9 shall be for the:
 - (i) payment of the debts and liabilities of The Club contracted before the member ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

- 10. If The Club is wound up or dissolved and after the satisfaction of all The Club's debts and liabilities, any property whatsoever remains, that property shall:
 - (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to an institution or institutions having objects similar to the objects of The Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on The Club;
- 11. The institution or institutions referred to in paragraph (ii) of Rule 10 shall be determined by:
 - (i) the members of The Club in General Meeting at or before the time of dissolution; or in default thereof;
 - (ii) the Supreme Court of New South Wales.

PROPERTY AND INCOME OF THE CLUB

12. The income and property of The Club shall be applied solely towards the promotion of the objects of The Club as set forth in this Constitution. No portion of the income or property of The Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of The Club.
13. Subject to the provisions of Section 10(6) and Section 10(6A) of The Clubs Act, a member of The Club, whether or not he or she is a Director or a member of any committee of The Club shall not be entitled under the Constitution of The Club or otherwise to derive directly or indirectly any profit, benefit or advantage from The Club that is not offered equally to every Full Member of The Club.
14. Subject to the provisions of Section 10(7) of The Clubs Act, a person, other than The Club or its members, shall not be entitled under the Constitution of The Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to The Club of, or the fact that The Club has applied for, a club licence under the Liquor 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.
15. A Director shall not hold or be appointed or elected to any office of The Club paid by salary or wages or any similar basis of remuneration.
16. Subject to Rule 17 nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any officer or employee of The Club;
 - (b) in good faith of reasonable and proper remuneration to any member of The Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent;
 - (d) of reasonable and proper rent for premises demised or let by any member to The Club.
17. A Director shall not receive from The Club remuneration or other benefit in money or monies worth except by way of:
 - (a) honorarium in accordance with Section 10(6)(b) of The Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of The Clubs Act;
 - (c) interest at the rate referred to in Rule 16(c) above on any money lent by the director of The Club;

- (d) benefit provided in accordance with Section 10(6A) of The Clubs Act 1976.

LIQUOR AND GAMING

- 18. (a) Liquor shall not be sold, supplied or disposed of on the premises of The Club to any person other than a member except on the invitation and in the company of a member. This 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(1) of The Clubs Act.
- (b) Liquor shall 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 shall not use or operate the gaming facilities of The Club.
- (d) The Chief Executive Officer or any employee, Director or member of any committee of The Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by The Club or the receipts of The Club for any liquor supplied or disposed of by The Club.
- (e) Subject to subsection 2(b) of Section 73 of The Gaming Machines Act 2001, The Club shall not share any receipts arising from the operation of an approved gaming machine kept by The Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of The Gaming Machines Act 2001, The Club shall not grant any interest in an approved gaming machine kept by The Club to any other person.

MEMBERSHIP

- 19. The number of Ordinary Members and Life Members of The Club shall not exceed the maximum number permitted by The Club's Act.
- 20. A person under the age of eighteen (18) years shall not be admitted as a member of The Club except as a Junior member.
- 21. A person shall not be admitted to membership of The Club except as an Ordinary Member (consisting of the various categories set out in Rule 23 below), Life member, Honorary member, Temporary member or a Provisional member.
- 22. An employee of The Club shall not vote at any meeting of The Club or The Board or at any election of The Board, or hold office as a member of The Board.

CLASSES OF MEMBERSHIP

23. Ordinary membership of The Club shall consist of the following classes:-
- * Full members
 - * Bowls/Croquet members
 - * Social members
 - * Country members
 - * Staff members
 - * Junior members
 - * Corporate Members
 - * Intermediate Members
 - * 6 Day Members.
 - * Young Adult members.
24. Each class of Ordinary membership shall be open to persons of both sexes.
25. The maximum number of members in each class shall be determined by The Board consistent with the provisions of The Clubs Act.
26. The number of Full, Intermediate, Young Adult and Country members having the right to vote in the election of the Board shall at all times exceed fifteen per cent (15%) of the number of Ordinary members who do not have the right to vote in the election of the Board.

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

27. The requirements for eligibility of persons for election to the following classes of membership shall be:
- (a) Full members
- Persons, subject to any qualifications in the By-Laws, who have attained the age of eighteen (18) years and who are elected as Full members or transferred by The Board from another class of Ordinary membership to Full membership together with those persons listed in the Register of members as Full members at the date of the Special Resolution adopting this new Constitution.
- (b) Bowls/ Croquet members
- Persons who have attained the age of eighteen (18) years and who are elected as Bowls/ Croquet members or transferred by The Board from another class of Ordinary membership to Bowls/ Croquet membership together with those persons listed in the Register of members as Bowls/ Croquet members as at the date of the Special Resolution adopting this new Constitution.

(c) Social members

Persons who have attained the age of eighteen (18) years and who are elected as Social members or transferred by The Board from another class of Ordinary membership to Social membership together with those persons listed in the Register of members as Social members as at the date of the Special Resolution adopting this new Constitution.

(d) Staff members

(i) Persons who have attained the age of eighteen (18) years and who are for the time being full time or permanent part time employees of The Club or who are attached to The Club and who render full time service to golf together with those persons listed in the Register of members as Staff members as at the date of the Special Resolution adopting this new Constitution.

(ii) Upon the resignation, retirement or dismissal of a Staff member, the membership of that Staff member shall automatically lapse.

(e) Country members

Persons who have attained the age of eighteen (18) years and who are elected as Country members or transferred by The Board from another class of Ordinary membership to Country membership together with those persons listed in the Register of members as Country members at the date of the Special Resolution adopting this new Constitution.

(f) Junior members

(i) Any person over the age of eight (8) years and under the age of eighteen (18) years who is:

(1) a child of a member in respect of whom the child's parent or guardian has given to The Board a written undertaking that he or she will be responsible for the good behaviour of such person and for the payment of the annual subscription of such a person; or

(2) not the child of a member but in respect of whom a member has given to The Board a written undertaking that he or she will be responsible for the good behaviour of such person and for the payment of the annual subscription of such person.

and who shall actively participate in the sporting activities of The Club shall be eligible for election as a Junior member of The Club.

- (ii) A Junior member shall have the privilege of playing over the course or part thereof subject to such conditions and restrictions as The Board may from time to time impose.
- (iii) A Junior member shall not participate in the management of The Club but shall be entitled to use such portion of the clubhouse as the house committee may from time to time determine.
- (iv) Upon attaining the age of eighteen (18) years a Junior member shall either:
 - (1) cease to be a member of The Club; or
 - (2) be nominated to be transferred to another category of membership of The Club. Any Junior member so nominated shall be entitled to be submitted for consideration by The Board in priority to all other candidates for election to membership.

(g) Corporate members

Persons who have attained the age of eighteen (18) years and who are elected as Corporate members or transferred by The Board from another class of Ordinary membership to Corporate membership together with those persons listed in the Register of members as Corporate members at the date of the Special Resolution adopting this new Constitution.

(h) Intermediate members

Persons who are over the age of eighteen (18) years and under the age of twenty-one (21) years and who are elected as Intermediate members or transferred by The Board from another class of Ordinary membership to Intermediate membership together with those persons listed in the Register of members as Intermediate members at the date of the Special Resolution adopting this new Constitution.

(i) 6 Day members

(i) Persons, subject to any qualifications in the By-Laws, who have attained the age of eighteen (18) years and who are elected as 6 Day members or transferred by The Board from another class of Ordinary membership to 6 Day membership, together with those persons listed in the Register of members as 6 Day members.

(ii) 6 Day members shall be entitled to:

- (1) Play golf at The Club on every day of the week barring Saturdays, or on such other day as the Board may determine from time to time; and

(2) Enjoy the social facilities and amenities of the Club as the Board may determine from time to time.

(j) Young Adult members

(i) Persons who have attained the age of twenty-one (21) years and who have not yet attained the age of thirty (30) years and who are elected to Young Adult membership in accordance with Constitution along with those persons who are transferred by The Board from another category of Ordinary Membership to Young Adult membership, together with those persons listed in the Register of members as Young Adult members.

ELECTION OF MEMBERS

28. A person shall not be admitted as a member of The Club, other than as an Honorary member, temporary member or a provisional member, unless he is elected to membership at a meeting of The Board, or of a committee duly appointed by The Board.
29. The Chief Executive Officer shall record the names of the members present and voting at any meeting of The Board or of any election committee appointed by The Board.
30. Every candidate for membership of the Club (other than candidates for Social, Junior, Country or Corporate Membership) shall be proposed by one Director and seconded by a Full Member, provided that the Full Member has been a Full Member of the Club for at least twelve (12) months.
31. Every application for membership shall:
- (a) be in writing;
 - (b) be signed by the candidate, his proposer and seconder in the case of applications for Full membership, Intermediate membership, Bowls/Croquet membership, Young Adult membership and Staff membership and by the applicant only in the case of applications for Social, Country and Corporate membership;
 - (c) shall contain a statement that the candidate will, if admitted, be bound by this Constitution and the By-Laws of The Club;
 - (d) shall contain such particulars as are prescribed by the Board, including the full name, address and email address of the candidate;
 - (e) shall be in a form approved by The Board;
 - (f) shall be lodged with the Chief Executive Officer; and
 - (g) comply with the requirements of Rules 32 and 34.

32. Upon receiving an application for membership the Chief Executive Officer shall display the name of the candidate and the names of the candidate's proposer and seconder (except in the case of applications for Social, Country or Corporate membership when only the name of the applicant shall be displayed) on the Club Notice Board for at least two (2) weeks. Subject to the Board's discretion, a candidate for Full membership, 6 day membership, Intermediate membership, Young Adult membership or Staff membership will need to attend the induction meeting referred to in Rule 34 prior to any election of the candidate as a member of The Club. A period of at least fourteen (14) days shall elapse between a member's proposal for election and their election.
33. The Board, or any election committee appointed by The Board, may reject an application for membership without assigning any reason for that rejection.
34. The entrance fee which a nominee must pay must be lodged with the nomination form for membership with the Chief Executive Officer before the election of such nominee may be considered by The Board. Following The Board's consideration, if the candidate's application is approved, the nominee (if required by The Board pursuant to Rule 32) will attend an induction meeting with the Directors held at the premises of the Club. At the induction meeting, the candidate will be required to pay the subscription and all associated fees for the category of membership the nominee has applied for. Following the relevant candidate's induction meeting and all payments and associated fees being provided to the Club, the nominee may become a member of The Club and shall be bound by the Constitution and By-Laws of The Club. The Chief Executive Officer shall forthwith advise such nominee of their election and class of membership for which the member has been elected. In the event of any nomination for membership not being approved, all moneys lodged by the nominee shall be returned to the nominee forthwith.
35. If a person fails to be elected to membership, the Chief Executive Officer shall notify the person accordingly.
36. A copy of this Constitution shall be made available to a member on request being made to the Chief Executive Officer and if demanded by the Chief Executive Officer from that member on payment of any fee that may be prescribed by the Act.

LIFE MEMBERS

37. Any Full member who has rendered long or meritorious service to The Club or for any other commendable reason and who has been nominated by The Board may be elected as a Life member by a resolution passed by a simple majority of eligible voting members who attend and vote on the resolution at a General Meeting of The Club.
38. A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a financial Full member.

PROVISIONAL MEMBERS

39. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to The Club and who has paid to The Club the entrance fee (if any) may be granted Provisional membership of The Club while awaiting the induction meeting referred to in Rule 34 and/or the decision of The Board in relation to that person's application for membership of The Club.
40. Should a person who is admitted as a Provisional member not be elected to membership of The Club that person shall cease to be a Provisional member of The Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person. The Chief Executive Officer or senior employee then on duty may terminate the membership of any Provisional member and/or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.
41. (a) Provisional members shall be entitled to:
- (i) the playing privileges of The Club as The Board may determine from time to time; and
 - (ii) the social facilities and amenities of The Club as The Board may determine from time to time;
 - (iii) introduce guests into The Club.
- (b) Provisional members shall not be entitled to:
- (i) attend and vote at Annual General Meetings and General Meetings of The Club; or
 - (ii) vote in the election of The Board;
 - (iii) nominate for or be elected to hold office on The Board;
 - (iv) propose, second or nominate any person to membership of The Club;
 - (v) propose, second or nominate any eligible member for any office of The Club;
 - (vi) propose, second or nominate any eligible member for Life membership;

HONORARY MEMBERS

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

- (i) the patron or patrons for the time being of The Club;
 - (ii) any prominent citizen or local dignitary visiting The Club.
43. An Honorary member shall be entitled to such social and playing privileges of The Club as determined by The Board. An Honorary member does not have the right to stand for election to The Board or to vote at any meeting of The Club. Honorary members, when authorised by The Board, may introduce guests to The Club.
44. Honorary members may, at the discretion of The Board, be relieved of any obligation or liability to pay entrance fees and/or subscriptions.
45. The Board shall have power to cancel the membership of an Honorary member without notice and without assigning a reason.
46. When Honorary membership is conferred on any person, the following particulars shall be entered in The Club's register of honorary members:
- (i) the name in full 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 MEMBERS

47. Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons in accordance with procedures established by The Board may be made Temporary members of The Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from The Club or such other distance (being not less than five (5) kilometres) as may be determined from time to time by The Board by By-law pursuant to these Rules.
 - (b) A full member (as defined in The Clubs Act) of another club which is registered under The Clubs Act and which has objects similar to those of The Club;
 - (c) A full member (as defined in The Clubs Act) of any registered club who, at the invitation of The Board of The Club 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 he so attends the premises of The Club until the end of that day.

- (d) Any interstate or overseas visitor.
48. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of The Club, nominate for or be elected to The Board or any office in The Club or participate in the management, business and affairs of The Club in any way;
- (c) Temporary members shall not be permitted to introduce guests into The Club other than pursuant to rule 64;
- (d) The Chief Executive Officer, President, Vice President or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
49. No person under the age of 18 years may be admitted as a Temporary member of The Club;
50. When a Temporary member (other than a Temporary member admitted pursuant to Rule 48(c) first enters The Club premises on any day the following particulars shall be entered in The Club's Register of Temporary members:
- (a) the name in full of the Temporary member;
 - (b) the residential address of the Temporary member;
 - (c) the date on which Temporary membership is granted;
 - (d) the signature of the Temporary member.

RIGHTS OF MEMBERS

51. Subject to Rule 52A in relation to 6 Day members, and subject to rule 52(a) in relation to Country members, Full members, Intermediate members, Young Adult members and Life members shall be the only members of The Club entitled to:
- (a) vote whilst in attendance, at all Annual General Meetings or General Meetings of The Club; and
 - (b) nominate a member for election to the Board; and
 - (c) vote in any ballot conducted for the election of the Board; and
 - (d) be nominated for election and be elected or appointed to The Board provided they have their permanent place of residence within a one hundred (100) kilometre radius of the Yarrawonga Post Office.

52. (a) Bowls/Croquet members, Country members, Social and Corporate members, shall not be entitled to vote at any Annual General Meeting or General Meeting of The Club or take part in its management or be eligible for election to The Board or nominate a member for election to The Board but shall be entitled to enjoy the social privileges of The Club as may be determined by The Board from time to time, **provided that** Country members shall be eligible to vote in the election of The Board of The Club.
- (b) Staff members and Junior members shall not be entitled to vote at any Annual General Meeting or General Meeting of The Club or be eligible for election to The Board or nominate a member for election to The Board or vote in the annual election of The Board but shall be entitled to enjoy the social privileges of The Club as may be determined by The Board from time to time.

52A. 6 Day members shall be entitled to:

- (a) attend and vote at Annual General Meetings and General Meetings of The Club; and
- (b) vote in any ballot conducted for the election of the Board.

6 Day members shall not be eligible to take part in the management of the affairs of The Club or be eligible for election to The Board or to nominate a member for election to The Board.

53. A member shall not be a financial member if his annual subscription, or any other monies owing to The Club, remain unpaid after 30 June in each year

TRANSFER OF MEMBERSHIP

54. The Board may on the written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

55. (a) Financial Full members, Intermediate members and Life members of the Club shall have the right to set annual subscriptions by voting at an Annual General Meeting or a General Meeting of The Club. Notice must be given to members of any proposal to change the level of annual subscription.
- (b) Notwithstanding rule 55 (a) the Board shall, on an annual basis, be able to increase the subscriptions payable by all or some of the categories of membership subscriptions in percentage terms being equal to or less than the annual increase in

the NSW Consumer Price Index as determined by the Australian Bureau of Statistics, rounded up to the nearest \$.

56. The time and manner of payment of annual subscriptions shall be prescribed by The Board.
57. Until otherwise determined by The Board in accordance with Rule 56, annual subscriptions shall be due and payable on the first day of June in each year. If the annual subscription of any member shall not be paid on or before the last day of June in each year the defaulting member shall be debarred from all privileges of membership and subject to Rule 59 he shall cease to be a member. Upon resolution of The Board a notation to this effect shall be made by the Chief Executive Officer in the Register of members and he shall be disqualified by The Board from all major club competitions in which he is participating.
58. The Board may at any time suspend the payment of entrance fees either generally or in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
59. Any person who has ceased to be a member of The Club pursuant to Rule 58 may reapply for membership in accordance with these Rules. Any member failing to pay their annual subscription by the last day in June may renominate in the same class of membership, upon payment of all monies by the 14th of July each year. If a member fails to pay all monies due by the 14th of July, that person will cease to be a member of the Club but may reapply for membership in accordance with the requirements of this Constitution.

REGISTERS OF MEMBERS AND GUESTS

60. The Club shall keep the following Registers:
 - (a) A Register of persons who are Ordinary Members and Life members of The Club. This Register shall have entered in it:
 - (i) the full name and address of each member; and
 - (ii) if he is an Ordinary Member, the date upon which he last paid his annual subscription; and
 - (iii) the date upon which the person was elected as a member of The Club.
 - (b) A Register of persons who are Honorary members of The Club. This Register shall have entered in it:
 - (i) the full name or the surname and initials; and
 - (ii) the address;

- (iii) of each Honorary member.
- (c) A Register of Temporary members of The Club who attend The Club each day, other than those Temporary members referred to in Rule 48(c). The Register shall have entered in it when a Temporary member first enters The Club premises on any day:
 - (i) the full name or the initials and surname;
 - (ii) the address; and
 - (iii) the signature;of each Temporary member.
- (d) A Register of persons of or over the age of eighteen (18) years who enter the premises of The Club as guests of members. On each occasion on which a person enters The Club as a guest of a member, the following information shall be entered into the Register:
 - (i) the full name, or the surname and initials of the guest;
 - (ii) the address of the guest;
 - (iii) the date of entry of the guest on The Club's premises; and
 - (iv) the signature of the member.

GUESTS

- 61. (a) All members except Honorary members and Junior Members shall have the privilege of introducing guests to The Club. However, a Temporary member may only introduce a guest in accordance with Rule 63.
- (b) Unless the guest is a minor, on each day a member first brings a guest into The Club that member shall enter in the Register of guests the name and address of the guest and that member shall countersign that entry.
- (c) The Board may make By-Laws in relation to the number of guests and the frequency of which, a member may introduce a guest, or guests.
- 62. (a) A member shall not introduce as a guest, any person who has been removed from membership of The Club for misconduct or who has been suspended by The Board.
- (b) Members are responsible for the conduct of guests they introduce to The Club. A member who introduces a guest into The Club shall remain in the reasonable company of the guest, whilst the guest remains on The Club's premises.

- (c) No guest shall be supplied liquor on the premises of The Club, except on the invitation of and in the company of a member.
 - (d) A guest shall not remain on the premises of The Club any longer than the member who countersigned the entry in the register of guests in respect of that guest.
63. A Temporary member may bring into The Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on The Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on The Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
64. For the purposes of Rule 63 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or de facto partner;
 - (c) a person who for the time being has parental responsibility for the minor.

ADDRESSES OF MEMBERS

65. Members must advise the Chief Executive Officer of the Club of any change in their details (including address, email address and telephone number) within seven (7) days of changing their address or details as recorded in the register.

ABSENTEE LIST

66. The Board may make arrangements, consistent with The Clubs Act, as to the amount and payment of subscriptions of any member leaving or returning to the state of New South Wales or residing outside that state or approved by The Board on the basis of extraordinary circumstances. Such members shall be placed on an absentee list.

RESIGNATION AND CESSATION OF MEMBERSHIP

67. A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Chief Executive Officer; or

- (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
68. Any person who ceases to be a member of The Club shall automatically forfeit all his rights as a member, provided that the person shall remain liable for the payment of any annual subscriptions or any other moneys due by him to The Club and unpaid at the date of the cessation of his membership.

DISCIPLINARY PROCEEDINGS

69. Provided that the provisions of Rules 70 to 80 are satisfied, The Board shall have the power to expel, suspend for such period as it considers fit, reprimand or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of The Board;
 - (i) guilty of any conduct prejudicial to the interests of The Club;
 - (ii) guilty of any conduct which is unbecoming of a member of The Club;
 - (iii) guilty of conduct which shall render the member unfit for membership.
70. Any person may make a complaint in relation to the conduct of any member. Any such complaint shall be in writing and shall be lodged with the Chief Executive Officer. The Chief Executive Officer must refer any such complaint to The Board forthwith.
71. If The Board is of the opinion that, without having considered the merits of the case, if proven, the allegations contained in a complaint may amount to conduct of the type referred to in Rule 69 above, then The Board shall direct the Chief Executive Officer to forward a notice of charge to the member concerned, requiring them to appear at a meeting of The Board to be held as soon as is reasonably practical from the date of the resolution. Where such a resolution is passed, the Chief Executive Officer shall forward a notice in writing to the member. The notice shall:
- (a) state the date, time and place of the meeting of The Board at which the member is required to appear;
 - (b) provide particulars of the charge;
 - (c) be served on the member not less than seven (7) clear days before the meeting; and
 - (d) inform the member of his rights under Rule 72 hereof.

In the event that a notice of charge is issued to a member pursuant to this Rule 71 The Board or the Chief Executive Officer independently from the Board shall have power to suspend that member from all rights and privileges as a member of The Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

72. The member shall have the right to attend and address the meeting of The Board at which the charge against him is to be considered and may present any evidence, either oral or written, to the meeting in response to the charge either by way of a defence or explanation.
73. The Board must not consider the merits of a charge without first giving the member against whom the charge is made a reasonable opportunity of addressing The Board or presenting his evidence, in relation to the charge.
74. A person who is required by virtue of these Rules to appear before The Board in relation to a charge is not, unless otherwise determined by The Board, entitled to be legally represented at such meeting, or meetings, of The Board.
75. Any motion to the effect that the member is guilty of conduct that amounts to:
 - (a) a breach of this Constitution;
 - (b) a breach of a By-Law or By-Laws;
 - (c) conduct that is prejudicial to the interests of The Club;
 - (d) conduct unbecoming of a member of The Club;
 - (e) conduct which shall render the member unfit for membership;shall not be carried unless at least two-thirds of the members of The Board present, vote in favour of the motion. Such a motion shall be decided by a secret ballot.
76. Should The Board resolve to pass a motion of the type referred to in Rule 75 above, but only if the member charged is at the meeting, The Board shall, subject to Rule 78, not consider any motion relating to the imposition of a penalty upon the member, until the member has had an opportunity to address The Board on the issue of a penalty. If the member does not take the opportunity to address The Board on the issue of penalty, then The Board may consider any motion relating to the imposition of a penalty without hearing from the member.
77. A motion imposing a penalty upon a member shall not be carried unless at least two-thirds of the members of The Board present, vote in favour of the motion. Such motion shall be by way of secret ballot.
78. Should a member served with a notice pursuant to Rule 71 above, fail to attend the meeting of The Board referred to in the notice, then The Board may consider the

complaint, and any penalty, in the absence of the member, provided that should the member submit any written material to the Chief Executive Officer or to The Board, then The Board shall consider such written material.

79. Where a complaint is made against a member, or members of The Board, then the member, or members of The Board, shall not vote on, or participate in any discussion or deliberation by The Board concerning the complaint.
80. Any decision of The Board upon a complaint shall be final and The Board shall not be required to give any reasons for its decision.
81. (a) In accordance with Section 77 of the Liquor Act the Chief Executive Officer or subject to paragraph (c) of this Rule 82 an employee of The Club may refuse to admit to The Club and may turn out, or cause to be turned out, of the premises of The Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of The Club;
 - (iii) whose presence on the premises of The Club renders The Club or the Chief Executive Officer liable to a penalty under The Clubs Act or the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of The Club;
 - (v) who, within the meaning of The *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
 - (vi) who uses, or has in his or her possession, while on the premises of The Club any substance that the Chief Executive Officer or the senior employee then on duty at The Club suspects of being a prohibited drug or prohibited plant.
 - (vii) whom The Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to The Club.
- (b) If pursuant to paragraph (a) of this Rule 811 a person (including a member) has been refused admission to, or has been turned out of, the premises of The Club, the Chief Executive Officer of The Club or (subject to paragraph (c) of this Rule 82) an employee of The Club, may at any subsequent time, refuse to admit that person into the premises of The Club or may turn the person out, or cause the person to be turned out of the premises of The Club.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:

- (i) in the absence of the Chief Executive Officer from the premises of The Club the senior employee then on duty; and
 - (ii) Any employee authorised in writing by the Chief Executive Officer to exercise such power.
- (ca) Without limiting Rule 82(b), if a person has been refused admission or turned out of the Club in accordance with rule 82(a)(i) the person must not re-enter or attempt to re-enter the Club within 24 hours of being refused admission or being turned out.
- (cb) Without limiting Rule 82 (b), if a person has been refused admission to or turned out of the Club in accordance with Rule 82(a)(i) the person must not :
- (a) remain in the vicinity of the Club;
 - (b) re-enter the vicinity of the Club within 6 hours of being refused admission or being turned out.
- (d) Any member suspended pursuant to this Constitution shall during the period of such suspension not be entitled to:
- (i) attend at the premises of The Club for any purpose without the permission of The Board; or
 - (ii) participate in any of the social and sporting activities of The Club;
 - (iii) attend or vote at any meeting of The Club or any sub club;
 - (iv) nominate or be elected or appointed to The Board or any Committee of a sub club;
 - (v) propose, second or nominate any eligible member for any office of The Club or any Committee of a sub club;
 - (vi) propose, second or nominate any eligible member for Life membership;
 - (vii) participate in any of the activities of a sub-club.

ADDITIONAL DISCIPLINARY POWERS OF CHIEF EXECUTIVE OFFICER

- 81A. (a) If, in the opinion of the Chief Executive Officer (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Chief Executive Officer (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

- (b) In respect of any suspension pursuant to this Rule 81A, the requirements of Rules 69 to 80 shall not apply.
- (c) If the Chief Executive Officer (or his or her delegate) exercises the power pursuant to Rule 81A(a), the Chief Executive Officer (or his or her delegate) must notify the member (by notice in writing) that:
 - (i) the member has been suspended as a member of the Club; and
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) if the member wishes to do so, the member may request by notice in writing sent to the Chief Executive Officer) that the matter be dealt with by the Board pursuant to Rule 69.
- (d) If a member submits a request under Rule 81A(c)(iv):
 - (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 69;and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Chief Executive Officer (or his or her delegate).
- (e) This Rule 81A applies to Ordinary members only and it does not limit or restrict the Club from exercising the powers contained in Rule 81 of this Constitution and the powers contained in section 77 of the Liquor Act

THE BOARD OF DIRECTORS

82. For the purposes of the Annual General Meeting to be held in 2013, the number of directors will be reduced from fourteen (14) to twelve (12) and the Board of Directors shall comprise of a President, a Vice President, a Captain, a Vice Captain and eight (8) ordinary directors. To facilitate the reduction, only (8) ordinary directors will be elected at the Annual General Meeting to be held in 2013 (as opposed to ten (10)).

For the purposes of the Annual General Meeting to be held in 2014, the number of directors will be reduced from twelve (12) to ten (10) and the Board of Directors shall comprise of a President, a Vice President, a Captain, a Vice Captain and six (6) ordinary directors. To facilitate the reduction, only six (6) ordinary directors will be elected at the Annual General Meeting to be held in 2014 (as opposed to eight (8)).

For the purposes of the Annual General Meeting to be held in 2015, the number of directors will be reduced from ten (10) to nine (9) and the Board of Directors shall comprise of a President, a Vice President, a Captain, a Vice Captain and five (5) ordinary directors. To facilitate the reduction, only five (5) ordinary directors will be elected at the Annual General Meeting to be held in 2015 (as opposed to six (6)).

83. The Board shall be elected triennially in accordance with Rules 87 to 96 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2017.

SCHEDULE 4 (of the Registered Clubs Act)

Definitions

1. In this Schedule -

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups -
- (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body -
- (a) in group 1 shall hold office for 1 year; and
 - (b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -
- (a) at a general meeting - all the members of the governing body cease to hold office; or
- (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,
- and an election shall be held at the meeting to elect the members of the governing body.

84. All directors shall retire in accordance with the Triennial Rule following their election or appointment and, subject to this Constitution, the Registered Clubs Act and the Act shall

be eligible for re-election. While the Triennial Rule is in force, directors shall hold office until the conclusion of the AGM in their last year of their term.

ELIGIBILITY FOR ELECTION TO THE BOARD OF DIRECTORS

85. Subject to The Clubs Act, a person shall not be elected to hold office or appointed as a member of The Board unless he is a financial Full member, Intermediate member, Young Adult member or a Life member and his permanent place of residence is within a one hundred (100) kilometre radius of the Yarrawonga Post Office.
86. A member who:
- (a) is an employee; or
 - (b) is currently under suspension pursuant to this Constitution (including a provisional suspension under Rule 71);
 - (c) is not a Financial member;
 - (d) is disqualified from managing any company under the Act;
 - (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (f) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
 - (g) does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board;
 - (h) has not been a Financial member of the Club for at least two years immediately preceding the proposed date of election or appointment to the Board;
 - (i) was an employee of the Club during the two years immediately preceding the proposed date of election or appointment to the Board.
 - (j) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);
 - (k) is a director of another registered club
- shall not be eligible to stand for or be elected or appointed to the Board.

ELECTION

87. References to the election of the Board in these Rules 87 to 96 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out in Rule 83. Except as hereinafter provided nominations for election to The Board shall be made in writing signed by two (2) Full members, Intermediate members, Young Adult members or Life members of The Club and signed by the nominee who shall be a Full member, Intermediate member, Young Adult member or a Life member of The Club and shall state the office or offices for which the nominee has nominated and be delivered to the Chief Executive Officer at least sixteen (16) days prior to the date of the Annual General Meeting. The proposer, seconder and nominee shall be financial Full members, Intermediate members, Young Adult members or Life members at the time the nomination form is signed. The Chief Executive Officer shall forthwith post the nominations on the Club Notice Board.

87A

- (a) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
- (b) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
- (c) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
- (d) A nomination can be withdrawn:
 - (i) by the nominee at any time prior to the commencement of voting; and
 - (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.

87B. Any eligible member may be nominated for more than one (1) position on the Board in the case of a year when the position or positions of President, Vice President, Captain or Vice-Captain are to be elected in accordance with the Triennial Rule in Rule 83, but shall only be entitled to hold one such position which in the order of seniority shall be President, Vice President Captain, Vice-Captain and then Director.

88. A retiring Director or other member of The Board seeking re-election shall notwithstanding anything hereinbefore contained be deemed to have been duly nominated in accordance with these Rules unless he shall at least twenty one (21) days prior to the date of the Annual General Meeting have given to the Chief Executive Officer a notice in writing that he is not seeking re-election.

89. The Chief Executive Officer shall forthwith post any notices of retirement on the Club Notice Board.
90. If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 125. If there be more than the required number nominated for election an election by ballot shall take place but if there be only the requisite number, the Chairman shall declare those nominated to be duly elected.
91. The ballot shall be counted under the supervision of The Club's auditor by two (2) or more persons appointed by the Chairman of the meeting.
92. A candidate for any position shall not participate in the counting of votes and in the event of an equality of votes in favour of two (2) or more candidates the Chairman of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
93. No person currently under suspension by The Board in accordance with this Constitution shall be eligible to nominate, stand for, be elected or appointed to The Board.
94. Subject to this Constitution, the members of The Board holding office at the date of the Special Resolution adopting this Constitution shall hold office until the conclusion of the first Annual General Meeting held after the date of the resolution adopting this Constitution, when they shall retire but shall be eligible for re-election.
95. Upon election to The Board, or upon appointment to a casual vacancy on The Board, each member of The Board shall, forthwith take out, through the Chief Executive Officer, a policy of directors' liability insurance in respect to his activities as a Director of The Club.
96. The Board may make such By-Laws consistent with this Constitution as it thinks necessary for the conduct of any election. Any By-Laws made under this Rule may be set aside by a resolution of a majority of members present in General Meeting, provided that notice of intention to propose such a resolution has been given to the Chief Executive Officer not less than twenty-eight (28) days prior to the date of the General Meeting.

POWERS OF THE BOARD OF DIRECTORS

97. The Board shall be responsible for the management of the business and affairs of The Club and for that purpose The Board may exercise all the powers of The Club.
98. The powers of The Board are subject to any restrictions imposed by the Act, The Clubs Act and this Constitution.

99. The Board may delegate any of its powers to a committee of two or more Directors and/or Full members and/or Intermediate members of The Club. The Board may revoke at any time a delegation of its power made under this Rule.
100. The Board shall have power to make, amend or rescind By-Laws consistent with this Constitution and which, in the opinion of The Board, are necessary or desirable for the proper control, administration and management of The Club's finances, affairs, interests and property, or for the convenience, comfort and wellbeing of the members. In particular, and without limiting the generality of this Rule, The Board shall have power to make By-Laws with respect to:
- (a) those matters which The Board is authorised by this Constitution to regulate by By-Law;
 - (b) the general management control and trading activities of The Club;
 - (c) the control and management of The Club's premises;
 - (d) the upkeep, control, maintenance, improvements and alterations to The Club's sporting facilities;
 - (e) the control and management of sports tournaments or competitions for members and/or other golfers;
 - (f) the control and management of play on The Club's sporting facilities;
 - (g) the appointment, election, constitution and regulation of any committee, or subcommittee;
 - (h) the powers and procedures of any committee or sub-committee appointed by The Board
 - (i) the control of dress on the golf course and in The Club's premises;
 - (j) the conduct of members;
 - (k) the privileges to be enjoyed by each category of membership;
 - (l) the relationship between members and club employees;
 - (m) any other matter which is commonly the subject of the Rules or By-Laws of a Club and which are not reserved by this Constitution for decision by The Club in General Meeting.
101. Any By-Laws made under this Constitution shall come into effect upon being posted on the Club's Notice Board.
102. The Board shall have power to:

- (a) enforce the observance of all By-Laws by suspension or expulsion from enjoyment of The Club and/or course privileges, or such other sanction authorised by this Constitution;
- (b) in pursuit of the objects of The Club, to purchase or otherwise acquire any property real or personal, at such price and on such terms and conditions as The Board thinks fit;
- (c) 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, either real or personal;
- (d) institute, conduct, defend, compound or abandon any legal proceedings brought by or against The Club or its officers, or otherwise concerning the affairs of The Club;
- (e) compound or allow time for payment of any debts due to The Club;
- (f) determine who shall be entitled to sign or endorse contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments on behalf of The Club;
- (g) Invest and deal with any moneys not immediately required for the purposes of The Club upon such securities and in such manner as The Board may think fit;
- (h) in furthering the purposes of The Club borrow money in such sum or sums and in such manner and upon such terms and conditions as The Board thinks fit;
- (i) in furthering the purposes of The Club, secure the repayment of any sum or sums of money, either by way of mortgage or charge over The Club's property both real and personal, in such manner and upon such terms and conditions in all respects as The Board thinks fit;
- (j) sell exchange or otherwise dispose of any furniture fittings plant equipment or other goods or chattels but excluding land or buildings belonging to The Club;
- (k) lease property owned by The Club, except those parts of The Club's premises which may be registered under the provisions of The Act without the consent of the Licensing Court being first obtained;
- (l) with the approval of the members in General Meeting and subject to the section 41E of The Clubs Act, sell or exchange all or part of lands and/buildings or other real property or rights relating to such property, to which The Club may be entitled;
- (m) appoint, discharge and arrange the duties and powers of, the Chief Executive Officer, and determine the remuneration and terms of employment of the Chief Executive Officer. :

- (n) engage, appoint, control, remove, discharge, suspend and dismiss managers, representatives, agents or employees in respect to permanent, temporary or special services as it may from time to time think fit;
 - (o) determine the duties, pay, salary and other remuneration for any party to a contract with The Club and to determine with or without compensation any such contract for service or otherwise;
 - (p) fix the maximum number of persons who may be admitted to each class of membership of The Club in accordance with this Constitution.
 - (q) make donations for patriotic, charitable or community purposes;
 - (r) To impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of The Club premises and/or amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
 - (s) To repay actual out-of-pocket expenses incurred by any member of The Board.
 - (t) Arrange and control all competitions held at The Club with its decision on all matters in relation to such competitions conclusive and binding on all members of The Club.
 - (u) issue requests and directions to members which may be reasonably required for the proper conduct and management of The Club.
 - (v) do all such other things as are incidental or conducive to the attainment of the objects of The Club as set out in this Constitution.
103. All acts done by The Board, a committee, or by any Director shall be valid, notwithstanding that a defect is later discovered in the appointment or qualification of a member of The Board or a committee.

MEETINGS OF THE BOARD

104. The Board shall meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that The Board shall meet whenever it deems it necessary but at least once each Quarter.
105. The President may at any time and the Chief Executive Officer must upon the request of at least two (2) Directors, convene a meeting of The Board.
106. 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.

MINUTES

107. The Board shall keep minutes of its meetings in a book provided for that purpose.
108. In particular The Board shall keep a record of.
- (a) the names of the Directors present at each meeting of The Board;
 - (b) all officers, employees, committees or sub-committees appointed by The Board;
and
 - (c) all resolutions and proceedings at all meetings of The Board.

CHAIRMAN

109. The President shall preside at every meeting of The Board, however, if at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice-President is not present or is unwilling or unable to act as Chairman then the Captain shall act as Chairman. If the Captain is not present or is unwilling or unable to act as Chairman then The Board members present shall elect a Chairman.

QUORUM

110. The quorum for a meeting of the Board shall be seven (7) when the Board consists of 12 directors, six (6) when the Board consists of ten (10) directors and five (5) when the Board consists of nine (9) directors. A quorum must be present at the beginning and during the course of each meeting in order for the meeting to be validly commenced and continued.

VOTING

111. Questions arising at any meeting of The Board shall be decided by a majority of votes of Directors present and voting. Any majority decision shall be deemed to be a decision of The Board.
112. The Chairman shall have a deliberative vote. In the case of an equality of votes the Chairman shall have a second or casting vote.
113. The Board may pass a resolution without a meeting 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. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

113A. A resolution may also be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director has sent their reply email agreeing to the proposed resolution.

114. MATERIAL PERSONAL INTERESTS OF DIRECTORS

114.1 (a) Any Director who has a material personal interest in a matter that relates to the affairs of The Club must, as soon as practicable after the relevant facts have come to the Director's knowledge:

- (i) declare the nature of the interest at a meeting of the Board; and
- (ii) comply with Rule 114.2.

114.2 Subject to 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.

115. REGISTERED CLUBS ACCOUNTABILITY CODE

115.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 115.

115.2 For the purposes of this Rule 115, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

115.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (a) the top executive's terms of employment; and
- (b) the roles and responsibilities of the top executive;
- (c) the remuneration (including fees for service) of the top executive;
- (d) the termination of the top executive's employment.

115.4 Contracts of employment with top executives:

- (a) will not have any effect until they are approved by the Board; and

- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 115.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 114, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 115.6 A “pecuniary interest” in a company for the purposes of Rule 115.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- 115.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; and
 - (b) any close relative of the Secretary or a manager;
 - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

- 115.8 The Club must not:
- (a) lend money to a director of the Club; and
 - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 115.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 115.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

115.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;
- (e) the Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 115.

TRAINING DISCLOSURES

116. The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

117. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

118. The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

119. Deleted.

- 120. Deleted.
- 121. Deleted.
- 122. Deleted.

VACANCIES ON THE BOARD

- 123. If the number of members of The Board is reduced below the quorum, the remaining Board members may act only to fill any casual vacancy or vacancies on The Board in accordance with this Constitution.
- 124. The office of Director shall be vacated if.
 - (a) he becomes of unsound mind or he or his estate is liable to be dealt with in any way under the law relating to mental health;
 - (b) If he becomes insolvent under administration or has been convicted of any offence referred to under Section 206B of the Act.
 - (c) if he is absent from meetings of The Board for a continuous period of three (3) calendar months, without leave of absence and The Board resolves that his office is vacated;
 - (d) if he resigns his office by notice in writing to the Chief Executive Officer;
 - (e) if he becomes prohibited from being a member of The Board by reason of any order made under the Act or The Clubs Act or the Liquor Act;
 - (f) if he ceases to be a member of The Club;
 - (g) if he becomes an employee of The Club.
 - (h) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 71).
 - (i) does not have or ceases to have a Director Identification Number (unless exempted from doing so).
- 125. (a) The Board shall have the power at any time and from time to time, to appoint any eligible member to The Board to fill a casual vacancy.
- (b) In the case of a vacancy occurring in the position of President, the Vice President shall automatically fill the vacant position of President and the vacant position of Vice President thus created will be filled by The Board pursuant to paragraph (a) of this Rule.

- (c) In the case of a vacancy occurring in the position of Captain, the Vice Captain shall automatically fill the vacant position of Captain and the vacant position of Vice Captain thus created will be filled by The Board pursuant to paragraph (a) of this Rule.
 - (d) In the case of the Vice President declining to fill the position of President or the Vice Captain declining to fill the position of Captain, expressions of interest would be sought from eligible members and the casual vacancy would be filled by The Board pursuant to paragraph (a) of this Rule.
 - (e) Persons who are appointed shall hold office until the conclusion of the next Annual General Meeting in accordance with the triennial rule set out in Rule 83.
126. Subject to the provisions of these Rules the members in General Meeting may by ordinary resolution remove any member or members of The Board or the whole of The Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead providing the person so appointed complies with these Rules. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not been so removed. 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 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.

GENERAL MEETINGS

127. (a) A General Meeting called the Annual General Meeting must be held:
- (i) at least once in every calendar year;
 - (ii) within four (4) months of the end of The Club's financial year.
- (b) A reference to a General Meeting in this Constitution includes an Annual General Meeting of The Club.
128. The business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the previous Annual General Meeting;
 - (b) To receive and consider the accounts, statements and reports prescribed by the Act;
 - (c) To declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 83;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of auditor;

- (e) To deal with any other business included in the notice of meeting or for which prior written notice has been given.
129. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of The Club.
- (b) If The Club's auditor or a representative of The Club's auditor is at the meeting, the Chairman 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.
130. (a) The Board shall not less than twenty one days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report in accordance with Section 316A of the Act to those members who request that copies of the reports referred to in sub rule 131(b) below be sent to them.
- (b) 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 June immediately prior to Annual General Meeting:
- (i) the financial report of the Club;
 - (ii) the directors' report; and
 - (iii) the auditors' report on the financial report.

CONVENING OF GENERAL MEETINGS

131. The Board may, by majority decision at a properly convened board meeting, whenever it thinks fit, convene a General Meeting.
132. The Board shall, on the request of not less than five (5%) percent of members who may vote at the General Meeting, convene a General Meeting.
133. A request of members to convene a General Meeting, shall:
- (a) be in writing;
 - (b) state any resolution to be proposed at the meeting and state the purpose or purposes of the meeting;
 - (c) disclose the printed name and membership number of each member making the request;
 - (d) be signed by each member making the request;

- (e) be lodged with the Chief Executive Officer; and
 - (f) may consist of several documents in identical form, each signed by one or more of the members making the request.
134. (a) The Board must decide the date of the meeting within twenty one (21) days after the request is given to The Club and the meeting is to be held not later than two (2) months after the request is given to The Club.
- (b) Members with more than 50% of the votes of all the members who made the request may call and arrange to hold a General Meeting if The Board does not do so within twenty-one (21) days after the request is given to The Club.
135. (a) Any meeting convened under Rule 134(b) above shall, as nearly as practicable, be convened in the same manner as General Meetings are convened by The Board.
- (b) The meeting must be held not later than three (3) months after the request is given to The Club.
- (c) To call the meeting, the members requesting the meeting may ask The Club for a copy of the Register of members and The Club must give to members the copy of the Register without charge.
136. The Club must pay the reasonable expenses the members incur because The Board failed to call and arrange to hold the meeting.
137. Where the object of a General Meeting requested in accordance with Rule 132 above, is to consider a Special Resolution, The Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as required by The Act or this Constitution.
138. When determining whether a resolution has been passed by a particular majority of members at a General Meeting, the Chairman shall consider only those members present and voting upon the resolution.

NOTICE OF GENERAL MEETINGS

139. (a) At least 21 days' notice must be given of the Annual General Meeting and of any General Meeting of the members of The Club.
- (b) A notice of a General Meeting of The Club's members must:
- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a Special Resolution is to be proposed at the meeting - set out an intention to propose the Special Resolution and state the resolution;

- (c) A copy of a notice of a General Meeting of the members of The Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) 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 Club Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of The Act such proceedings are declared to be void.

MEMBERS' RESOLUTIONS

140. The rights of members to propose resolutions and make statements at General Meetings of The Club are as provided in Sections 249(N), 249(O) and 249(P) of The Act.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

141. (a) The Club's Auditor is entitled to attend any General Meeting of The Club;
- (b) 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;
- (c) The Auditor is entitled to be heard even if:
- (i) the Auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the Auditor from office.
- (d) The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

MEETING TO BE HELD FOR A PROPER PURPOSE

142. A General Meeting of the members of The Club must be held for a proper purpose.

QUORUMS

143. No business shall be transacted at any General Meeting unless a quorum of eligible or voting members is present at the time when the meeting proceeds to business.
144. A quorum for all General Meetings of The Club shall be One Hundred (100) eligible or voting members present.
145. If a quorum is not present within thirty (30) minutes after the appointed time for the commencement of a General Meeting, then:

- (a) the meeting, if convened by way of a request of members, shall be dissolved; or
 - (b) in any other case, the meeting is to be adjourned to a date, time and place determined by the Chairman of the meeting.
146. If at a General Meeting, previously adjourned due to a lack of a quorum, a quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, the members present and eligible to vote (being not less than fifty) will constitute a quorum.

CHAIRMAN

147. The President or, in the President's absence, a Vice President, shall act as Chairman at each General Meeting. If the President and Vice-President is absent or unwilling or unable to act, then the Captain shall act as Chairman. If the Captain is unwilling or unable to act, then the members present shall elect one of the current members of The Board to act as Chairman of the meeting. If each of the current members of The Board is unwilling or unable to act, then the members present shall elect one of their number to act as Chairman of the meeting.

147A. The chairperson:

- (a) is responsible for the conduct of the general meeting; and
- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

VOTING

148. A vote put to a General Meeting may be decided by a show of hands unless a poll is demanded by five (5) members. A demand for a poll may be made either before a vote is taken or before the voting results on a show of hands is declared or immediately after the voting results when a show of hands is declared. Any demand for a poll may be withdrawn.

149. In the case of an equality of votes whether on a show of hands or on a ballot, the Chairman shall have a second or casting vote.

150. A declaration by the Chairman that any resolution has been carried, or carried by a particular majority, or lost, an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any such resolution.

151. A person shall not:
- (a) attend or vote at any meeting of The Club, The Board or any committee of The Club; or
 - (b) vote at any election including an election of a member of The Board,
- as the proxy of another person.
152. When determining whether a motion or resolution has been passed or defeated by a particular majority, only those members present, and voting, in favour, or against, the motion, or resolution, shall be counted.

ADJOURNMENT OF GENERAL MEETINGS

153. (a) The Chairman 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.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) 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.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

- 153A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 153A will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

- 153B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

- 153C. The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 153D. If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

MINUTES

154. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of General Meetings of The Club; and
 - (ii) proceedings and resolutions of meetings of the Directors of The Club (including meetings of a committee of Directors);
 - (iii) resolutions passed by Directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the Chairman of the meeting or the Chairman of the next meeting.
 - (ii) minutes of the passing of a resolution without a meeting are signed by a Director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

ACCOUNTS

155. The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.

- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
 - (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.
 - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.
 - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.
156. 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.
157. Deleted.

FINANCIAL YEAR

158. The financial year of The Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as The Board may determine, having regard to the provisions of The Act.

AUDITORS

159. Auditors shall be appointed and their duties regulated in accordance with *The Act*. The Auditor's remuneration shall be fixed by The Board.

CHIEF EXECUTIVE OFFICER

160. The Board shall appoint a Chief Executive Officer of The Club for the purpose of The Clubs Act. There shall be only one (1) Chief Executive Officer of The Club at any one time.

SEAL

161. The Board must provide for the safe custody of the Seal.
162. (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) two members of The Board; or
 - (ii) one member of The Board and the Chief Executive Officer.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two members of The Board; or
 - (ii) one member of The Board and the Chief Executive Officer.
- (c) 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

163. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by displaying the notice on the Club notice board and/or the Club's website;
 - (d) by sending it by any electronic means; or
 - (e) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.
164. Where a notice is sent by post to a member in accordance with Rule 163, the notice shall be deemed to have been received by the members:
- (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.
- 164A. Where a notice is provided personally in accordance with Rule 163, the notice is taken to have been given on the day on which it was provided to the member.
- 164B. Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

- 164C. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.
- 164D. Where a member is notified of a notice in accordance with Rule 163(e), the notice is taken to have been received on the day following that on which the notification was sent.
- 164E. If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy on of the notice on the noticeboard or the Club's website.

INDEMNITY OF OFFICERS

165. 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.
166. 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 cannot be paid under The Act or a liability which contravenes Section 199A or Section 199B of The Act.

GENERAL

167. This Constitution shall be read and construed subject to the provisions of The Clubs Act and to the extent that any of the provisions contained in this Constitution are inconsistent with The Clubs Act they shall be inoperative and of no effect.

MEETINGS AND VOTING

168. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
169. If there is any inconsistency between Rule 168 and any other provision of this Constitution, Rule 168 shall prevail to the extent of that inconsistency.