

DENILIQVIN GOLF CLUB LTD



NEW SOUTH WALES CORPORATION LAW

A Company Limited by Guarantee

CONSTITUTION
A.C.N. 001-043-750

2021

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CONSTITUTION
of
DENILQUIN GOLF CLUB LTD.
A. C. N. 001-043-750

1. Definitions and Interpretation

1.1 The following definitions apply in this constitution.

- (a) **“The Club”** means the above named Company.
- (b) **“The Club Notice Board”** means a board designated as such within the Club Premises.
- (c) **“The Board”** means the Board of Management of the Club.
- (d) **“The Office”** means the registered office for the time being of the Club.
- (e) **Director** means a member of the Board.
- (f) **“Officers”** include the Chairman, Captain, Honorary Treasurer, Secretary and Members of the Board but does not include the Auditor.
- (g) **Full member** means a person who is an **Ordinary member entitled to vote under 13.1 or a Life member.**
- (h) **Gaming Machine Act** means the Gaming Machines Act 2001
- (i) **“In writing” and “Written”** include printing, typing, lithography and other modes of representing or reproducing words in visible form.
- (j) **“By-Laws”** shall mean and include Rules.
- (k) **“Financial Member”** means a member who has paid all money owed to the club by the due date. A member complying with a subscription instalment plan is deemed to be financial.
- (l) **“The Register”** means the Register of Members to be kept pursuant to the Act.
- (m) **“The Act”** means the Corporations Act 2001 (Cth). 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. Unless the contrary intention appears, expressions defined in the Act or any modification thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

- (n) **“Special Resolution”** has the meaning assigned thereto by the Act.
- (o) **“Secretary”** includes acting Secretary, Honorary Secretary or acting Honorary Secretary.
- (p) **“Servant”** includes a member who is a volunteer performing unpaid work for the Club.
- (q) **“Month”** means calendar month.

1.2 Interpretation

- (a) Words imparting the singular number also include the plural and vice versa.
- (b) Words importing a gender include any gender.
- (c) Words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act or the Gaming Machines Act have those meanings unless the context requires otherwise.
- (d) A reference to any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation.
- (e) Headings are for convenience only, and do not affect interpretation.
- (f) The table of contents is for convenience only and does not form part of this constitution.

1.3 Name

The name of the Company (hereinafter called “the Club”) is Deniliquin Golf Club Ltd.

2. Company Limited by Guarantee

The Club is a non-proprietary club and is limited by guarantee and the liability of its members is limited as provided in this constitution.

3. The objects for which the Club is established are:

- 3.1 (a) To hold the assets and assume the liabilities of the organisation known as the Deniliquin Golf Club Limited.
- (b) To carry on the business of a registered club, and, to hold such licences for (either by itself or its employees, agents or nominees), and provide all such things, as are commonly or conveniently consumed in the club.
- (c) To conduct a golf club and provide a golf course, a clubhouse and associated facilities for the use of members and visitors.

- (d) To operate and maintain the golf course and its environs in accordance with good business and environmental practices.
- (e) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
- (f) To promote and conduct the game of Golf and such other sports, games, amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient.
- (g) To raise money by entrance fees, subscriptions and levies payable by members and to grant any rights and privileges to subscribers.
- (h) To affiliate with Golf NSW and/or such other association or associations as the Club may properly affiliate with and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting and or controlling golf and or other games, sports and pastimes..
- (i) 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.
- (j) To do all or any of the above mentioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. Registered Clubs Act

- 4.1 (a) Subject to section 10(6) and section 10(6A) of the Registered Clubs Act and any other provision of the Registered Clubs Act, a member of the Club, whether or not the person is a Director, or member of any committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member.
- (b) Only the club and its members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to section 10(1)(j) and section 10(7) of the Registered Clubs Act any other applicable provision of the Registered Club.
- (c) An employee of the Club must not vote at any meeting of the Club or of the Board, or at any election of the Board, or hold office as a Director.

5. Liquor and Gaming Act NSW

- 5.1 (a) Liquor must not be sold, supplied, or disposed of on the Licensed Premises to any person, other than a member, except on the invitation and in the company of a member. This rule does not apply in respect of the sale, supply or disposal of liquor to a person at a function in respect of which an authority is granted to the Club under section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the Licensed Premises to any person under 18 years of age.

6. Income and Property

- 6.1 The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution, and no portion thereof 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. Provided that nothing herein shall prevent the payment in good faith remuneration to any officers or servants of the Club or any member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club or interest on any loan or debenture loaned to the Club by any member.

7. The liability of the members is limited.

- 7.1 Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs and charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars.

8. Distribution of Property

- 8.1 (a) If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under this constitution.
- (b) If effect cannot be given to rule 8 (a) then the remaining property shall be given or transferred to some charitable object nominated by the members at or before the time of such winding up dissolution.

9. Members

- 9.1 Membership of the Club shall consist of Full Members (being unrestricted Ordinary Members and Life Members), Limited Ordinary Members (Ordinary Members of different classes) and Temporary Members.

9.2 The Members of the Deniliquin Golf Club Ltd shall be entered in the Register of Members according to the class of membership being enjoyed in the Deniliquin Golf Club, and they shall be deemed to have notice of and to have approved of the Constitution and By-Laws made thereunder and to be bound thereby. Such other persons subsequently admitted to membership in accordance with these Objectives and By-Laws made thereunder shall be members of the Club and shall be entered in the Register of Members according to the class of membership to which they have been duly elected.

10. Ordinary Members

10.1 Ordinary Members: Unlimited

- (a) Any person who has attained the age of eighteen years shall be eligible for nomination and election as an Ordinary Member.
- (b) Ordinary Members shall be:
 - (i) eligible to be elected as a member of the Board of Directors.
 - (ii) entitled to vote at any General Meeting of the Club;
 - (iii) entitled to the full rights and privileges of membership as determined by the Board from time to time.
- (c) An Ordinary Member under 10.1 is a Full Member of the Club.

10.2 Limited Ordinary Members

- (a) Persons may be admitted to classes of Ordinary Membership other than Full Membership with lower membership fees payable. A person may be admitted as:
 - (i) a Social Member: a non-playing membership;
 - (ii) a Junior Member: person under the age of 18 years;
 - (iii) a Cadet Member: a student, apprentice or trainee aged 18 or over;
 - (iv) a Beginner: a learner or any age wishing to play golf who has not previously held a Golf Link number for a limited period of one year;
 - (v) a Recreation Member: person not holding a Golf Link number eligible to play golf but not on competition days and required to pay green fees;
 - (vi) a Sporting Affiliate Member: a person aged between 18 and 30 years as at the 1 October 2021 in any year being a financial and active playing member of a regional sporting club within the 2710 postcode area or 50 kilometre radius of Deniliquin;

- (vii) a Country or Interstate Member: a person whose usual place of residence is beyond a 50 kilometre radius from Deniliquin. Such members are not eligible to win annual competition board events;
- (viii) a Limited Member: a person who is over 80 years of age having a Golf Link number. Such members are entitled to play six competition rounds per year and such additional rounds as are determined by the Board.

10.3 Ordinary Members limited under 10.2 are not eligible to attend general or other meetings of the Club, to vote or to be elected as a Member of the Board of Directors.

11. Life Members

11.1 Any Full Member being an Ordinary Member elected under 10.1 who has rendered long or meritorious service to the Club may, on account of that service or for any other commendable reason, be nominated by the Board for election as a Life Member at a General Meeting of the Club.

- (a) Any two Full Members (not being related to the nominee) may submit to the Board in writing the name of any member as a candidate for Life Membership.
- (b) The Board shall appoint a Life Membership Sub-Committee to determine the acceptability or otherwise of the nomination in accordance with the procedures and criteria set out in the by-laws.
- (c) At least twenty-one (21) days prior to the General Meeting in (a) all members will be notified of any Life Membership Nomination and any objections to the nomination must be received by the Board in writing at least fourteen (14) days prior to the General Meeting.
- (d) The ballot to be held in respect of a Life Membership Nomination shall be a secret ballot.
- (e) Not more than two Life Members shall be appointed in any one year.
- (f) Life Members shall be entitled to all privileges of Ordinary Membership without paying the annual subscription or any special payment for such Life Membership.

12. Temporary Members

12.1 A Temporary Member is an adult visitor whose permanent place of residence is not less than 5 kilometres from the Club premises.

12.2 Where a Temporary Member enters the Club premises the visitors full name and such other details as are required in the Club's register of Temporary Members shall be entered into that register.

13. Membership Application

13.1 No person shall be admitted to membership of the Club unless and until an application for membership has been signed which shall include the following:

To the Board of the Deniliquin Golf Club Ltd.

*Iof
desire to become a Member of the Deniliquin Golf Club Ltd. and request you to enter my name on the Register of Members accordingly and I agree to be bound by your Constitution and By-Laws made thereunder.*

DATED this.....day of

SIGNED

13.2 Applications for acceptance into the Club will be presented to the Board at the scheduled monthly meeting. Election shall be by majority vote of those Board members present at the meeting and will be recorded in the minutes of the said meeting. The Board may reject any application for membership without assigning any reason for such rejection.

14. Subscriptions

- (a) The annual subscription payable by each class of member of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by members shall not be less than Two Dollars.
- (b) Subscriptions shall be paid annually in advance, or by monthly, quarterly or half yearly instalments through a recognised banking facility and shall fall due on the first day of October.
- (c) Members elected after the first day of January in any year shall be liable only for a part of the annual subscription for that year proportionate to the unexpired portion of the Club's financial year.
- (d) The entrance fee shall be such as the Board may from time to time determine and together with the first annual subscription shall be lodged with the Nomination for Membership form.

15. Transfer of Membership

15.1 On the written application of a member and payment of the appropriate additional membership fee the Board may 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 of any subscription paid by or payable by him for the then financial year.

16. Temporary Transfer to a Non Playing Social Membership

16.1 An ordinary member may transfer to a non playing social membership at any time for

reasons such as medical and compassionate once in any membership year, in which all playing and voting rights are withdrawn.

17. Reciprocal Clubs

- 17.1 (a) A Reciprocal Club is one which has signed an agreement with the Club to allow members the privileges of membership at the Reciprocal Club for short duration visits.
- (b) A member of a Reciprocal Club will pay green fees set at the discretion of the Board from time to time.

18. Guests

- 18.1 (a) Members shall have the privilege of introducing guests to the Club. No member shall introduce guests more frequently or in greater numbers than may for the time being be provided by By-Laws, nor shall any person be introduced as a guest whose name has been removed from the Register of Members for misconduct, or nonpayment of subscriptions or fees, or who has been suspended by the Board of the Club.
- (b) The name and address of each guest countersigned by the introducing member are to be entered in a register kept for the purpose by the Club.
- (c) Guests must at all times while on the Club premises remain in the reasonable company of the member.
- (d) Members shall be responsible for the conduct of any guest they may introduce to the Club.
- (e) The Board shall have the power to make By-Laws from time to time regulating guests to the Club.
- (f) No guest shall be supplied with refreshments or intoxicating liquor on the Club premises unless on the invitation of, and in the company of, a member.
- (g) No person under the age of eighteen years shall be introduced as a guest.
- 18.2 Guests shall be entitled to the use of the social amenities of the Club and on special occasions as determined by the Board shall be permitted to use the playing facilities on payment of a sum to cover green fees as the Board may from time to time determine.

19. Resignation

- 19.1 A member may at any time by giving notice in writing to the Secretary resign from membership of the Club but shall continue liable for any unpaid subscription and all other monies due by him and all arrears thereof due and unpaid at the date of his resignation.

20. Addresses of Members

20.1 Members shall from time to time communicate their addresses to the Secretary of the Club and advise of any change of address which may occur.

21. Suspension and Expulsion of Members

21.1 (a) The Board shall have power to suspend or to expel any member if in its opinion:

- (i) The members conduct is in disobedience of this Constitution, or any By-Laws or regulations made thereunder, or is detrimental to the reputation and interests of the Club, or is calculated to bring the Club into disrepute or contempt; or
- (ii) The membership was obtained by improper means or without the required qualifications; or
- (iii) The member knowingly introduced any person into the activities of the Club who has been expelled from, or has been refused membership or admission to, the Club.

(b) (i) The President or Secretary or, in their absence, any two members of the Board, may reprimand or suspend for any period not exceeding thirty clear days and if necessary effect the removal of any member who in their opinion is rendered liable to be dealt with by the Board under paragraph (a) (i) hereof.

(ii) The person or persons so reprimanding or suspending any member shall forthwith report the facts and circumstances to the Secretary in writing, who shall then arrange for a meeting of the Board to consider the matter and to determine what further action (if any) shall be taken.

(iii) Subject to clause (c) hereof the Board may deal with the matter in such manner as it thinks fit and, pending its decision, the Board may lift or continue any suspension.

(iv) The Board shall only deal with any charge against a member under paragraph (a) at a meeting convened for that purpose of which the member has been given not less than 7 days written notice sent to the postal or email address supplied by the member. The notice shall specify the time and place of the meeting when the member may offer the member's defence. The member shall be given a reasonable opportunity of stating his or her defence either orally or in writing. The date on which the notice was posted or emailed is deemed to be the date of receipt of the notice by the member. At the meeting the member may state his or her defence either orally or in writing and shall be given a reasonable opportunity to be heard. The member shall be given a reasonable opportunity to present his or her defence either orally or in writing.

- (v) If the member fails to attend the meeting, the charge may be heard and dealt with. The Board may determine a penalty on the evidence before it.
- (vi) A member has the right to appeal any penalty, suspension or expulsion imposed for disciplinary matters by requesting such to the Secretary within 14 days of receiving notification of a disciplinary hearing.
- (vii) Appeals for such will be reviewed by an Appeals Committee whose composition will be determined by the Board. The Appeals Committee must not include any members of the Board associated with the disciplinary procedure for which the appeal relates.
- (viii) A member appealing penalty, suspension or expulsion will be entitled to attend the Appeals Committee meeting at which the member will be given a reasonable opportunity of stating his/her defence either orally or in writing.

22. Board of Directors

- 22.1 Subject as herein provided the business and general affairs of the Club shall be under the management of the Board of Directors which shall consist of Chairperson, Treasurer, Club Captain and five other directors. The Board shall be elected annually by the general body of members at each Annual General Meeting. A person shall not be elected to or hold office as a member of the Board unless he/she is a Full Member of the Club.
- 22.2. The Board shall meet once in each calendar month (hereinafter called the "Regular Monthly Meeting") for the transaction of business, and a record of all Members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book to be provided for that purpose. The Board Chairman shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling to act as chairman, the Captain shall act as chairman of the meeting. If the Captain is not present or, being present is unwilling to act as chairman, then the members present may elect their own chairman. The chairman shall, in any case where the voting is equal, have a casting vote as well as a deliberative vote. The quorum for meetings of the Board shall be five members personally present.
- 22.3. The Chairperson may at any time, and the Secretary upon the request of not less than three members of the Board shall, convene a special meeting of the Board.
- 22.4. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution passed by a majority of not less than seventy-five per centum (75%) of those present and voting, remove any member or members of the Board whosoever, 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 their stead. Any person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he/she had not been so removed.

- 22.5. The position of any office bearer or member of the Board shall be vacated:
- (a) If the person becomes bankrupt or suspends payment or compounds with creditors or be convicted of a felony or misdemeanor or indictment.
 - (b) If he/she can be an insane patient, or insane person or incapable person within the meaning of the Mental Health Act, 1990, or the Protected Estates Act, 1983.
 - (c) If absent from meetings of the Board for a continuous period of three calendar months without a leave of absence from the Board and the Board resolves that the office be vacated.
 - (d) If by notice in writing to the Club he/she resigns from office.
 - (e) If he/she becomes prohibited from being a member of the Board by reason of any order made under the Corporations Law.
 - (f) If he/she ceases to be a Full Member of the Club.
- 22.6
- (a) A Director who is in any way whether directly or indirectly interested in a contract or proposed contract within the Club shall, as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest at a meeting of the Directors of the Club.
 - (b) A general notice given to the Directors of the Club by a Director to the effect that he/she is an officer or member of a specified corporation, or a member of a specified firm and is to be regarded as interested in any firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made or proposed to be made if:
 - (i) the notice states the nature and extent of the interest of the Director in corporation or firm;
 - (ii) when the question of confirming or entering into the contract is first taken into consideration the extent of interest in the corporation or firm is not greater than is stated in the notice; and
 - (iii) the notice is given at a meeting of the Directors; or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.
 - (c) A Director of the Club who holds any office or possesses any property whereby whether directly or indirectly duties of interest might be created in conflict with duties or interests as Director, shall declare at a meeting of the Directors of the Club the nature, character and extent of the conflict.

- (d) The Secretary shall record every declaration under this section in the minutes of the meeting at which it was made.

23. Election of Board of Directors

23.1 (a) To be eligible for election to the Board of Directors a person must be a Full Member of the Club.

- (b) No member currently under suspension shall be elected to the Board of Directors or perform duties as holder of office or member of any Committee or vote at any meeting of the Club while he remains nonfinancial or during the period of such suspension.

23.2 The election of the Board shall be by ballot using the primary system of voting and shall take place in the following manner, subject always to the provision of the Act:

- (a) Any two members of the Club entitled to vote may nominate any other member eligible for election to be elected to the Board of the Club.

- (b) Subject to this Constitution the retiring Chairperson, Club Captain, Honorary Treasurer and other retiring Members of the Board shall be eligible for re-election without re-nomination to office held unless they otherwise notify the Secretary in writing 15 days prior to the Annual General Meeting that they wish to retire.

- (c) A nomination shall be in writing and signed by the nominators and bear the written consent of the nominee, and shall be delivered to the returning officer not later than 6:00 pm on the closing day for nominations, which day shall be fifteen days prior to the date of the Annual General Meeting; but in the case of a nominee who at the date of the Annual General Meeting will be of or over the age of 72 years, such nomination shall not be valid unless in or with such nomination such fact is stated in writing, and shall not be eligible for election except subject to compliance with the provisions of the Act, and it shall be the duty of the Secretary to include in the notice of the Annual General Meeting notice of such resolutions as may be necessary in accordance with the last mentioned provisions.

- (d) Immediately after nominations are closed the Returning Officer shall exhibit in a conspicuous position in the Clubhouse the names of the retiring members of the Board who are standing for re-election, and also the names of any other nominees and their nominators for each office.

- (e) No member shall be elected to more than one position and the ballot shall be conducted so as to elect office bearers and the ordinary Members of the Board in the following order: Chairperson, Club Captain, Treasurer, Ladies Captain and five Ordinary Members of the Board. A Member when elected will not be included in the count for the remaining vacancies.

- (f) In the event of there being fewer candidates nominated than the number of

vacancies the Members present at the Annual General Meeting and entitled to vote may fill up the remaining vacancies or vacancy as the case may be.

- (g) In the event of there being more candidates nominated than the vacancy or vacancies a ballot shall be taken in the manner hereinafter provided.
- (h) The Board shall appoint a Returning Officer to take charge of the ballot for the office bearers with not less than two assistant returning officers who should also act as scrutineers of the ballot. The returning officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of such ballot papers, the counting of votes after the ballot is closed, and shall report the result of the ballot to the Chairperson forthwith.
- (i)
 - (i) Not less than 14 days before the Annual General Meeting the Returning Officer shall hold a draw for positions on the ballot paper of all candidates in the election.
 - (ii) A member shall record his vote in the following manner:
 - 1. By placing a tick or a cross opposite the name or the names on each ballot paper of the candidates for whom he/she wishes to vote for the required number to be elected.
 - 2. By depositing or causing to be deposited, the completed ballot paper in a ballot box which shall be provided to the Returning Officer by the Board.
 - (iii) If two or more candidates obtain an equal number of votes the Chairperson shall draw lots between the candidates having an equality of votes so as to ensure election of the necessary numbers to fill the vacancies.
 - (iv) A candidate is permitted to have a scrutineer present when the votes are counted.

24. Vacancies in Board

If the office of any officer becomes vacant the Board shall within a period of three calendar months of such vacancy occurring appoint a successor to that office to hold that office until the next Annual General Meeting of the members.

25. Powers of Board

25.1 The management of the business of the Club shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do, and which are not hereby or by statute directed or required to be exercised or done by the Club in General Meeting; but subject nevertheless to the provisions of the Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the

Club in General Meeting, PROVIDED THAT no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

25.2 The Board may delegate any of its powers to sub-committees consisting of such member or members of its body and/or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairperson shall be ex officio a member of all such sub-committees, and the meetings and proceedings of any such sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulation made by the Board under this Clause. Provided always that so far as any sub-committee is concerned the Board Chairman shall have only one vote, and the chairman of any such sub-committee shall have a casting vote. At the first Board Meeting subsequent to the General Meeting at which the officers and members of the committee are elected, the Chairperson, in conjunction with the executive of the Club, shall appoint from among the Officers and members of the Board such sub-committees as may be determined by the Board from time to time.

25.3 The discharge and arrangements of the duties and powers of the Secretary and/or Manager shall be the responsibility of the Board, who shall determine the remuneration and terms of employment of such Secretary and/or Manager.

26. By-Laws

26.1 The Board may from time to time make, alter and repeal all such By-laws as it may deem necessary or expedient for the proper control, administration and management of the Clubs finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members.

26.2 Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club notice board.

27. General Meetings

27.1 A General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within three months of the close of the financial year. Such meetings shall be called Annual General Meetings.

27.2 The Board may, whenever it thinks fit, convene a General Meeting; and it shall, on the requisition of not less than 25 members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club, forthwith proceed to convene a General Meeting of the Club, and in the case of such requisition the following provisions shall have effect:

- (i) The requisition must state the objects of the meeting and must be signed by the requesters and deposited at the office and may consist of several documents in like form each signed by one or more of the requesters.

- (ii) If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
- (iii) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice as is required by the Act.
- (iv) Any meeting convened under this Clause by the requesting persons shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
- (v) Any reasonable expenses incurred by the requesting persons in convening any such meeting shall be repaid to those persons by the Club.

27.3 Full Members shall be the only members entitled to vote at Annual General Meetings or General Meetings of members. Each such member shall have one vote. Any member from any other class of members may attend the Annual General Meeting or General Meeting of members at the discretion of the Board and under such terms and conditions as the Chairperson may from time to time determine.

27.4 Subject to the provisions of the Act relating to special resolution twenty-one days' notice (exclusive of the day on which the notice is given) specifying the place, day and hour of the meeting and, in cases of special business the general nature of that business, shall be given in the manner hereinafter mentioned to all members, but the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meeting.

28. Proceedings at General Meetings

28.1 The business of any Annual General Meeting shall be:

- (a) To receive and consider the Financial Statements, Balance Sheet and Trading Accounts.
- (b) To receive and consider the Reports of the Board and the Auditors.
- (c) To elect in the manner herein before provided the Chairman, Club Captain, Honorary Treasurer, and other Members of the Board.
- (d) To elect an Auditor or Auditors, subject to Section 324 of the Corporations Law.

All other business transacted at an Annual General Meeting shall be deemed Special and notice thereof shall be inserted in the notice convening the meeting.

28.2 No business shall be transacted at any General Meeting of members unless a quorum of

members is present at the time when the meeting proceeds to business. A quorum at all General Meetings shall not be less than 25 members present and entitled to vote.

- 28.3 If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day during the next week, at the same time and place, or to such other day, time and place as the Board may by notice to the members appoint, but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present members who are present shall be quorum and may transact the business for which the meeting was called.
- 28.4 The Board Chairman shall be entitled to take the chair at every General Meeting. If the Chairman is not present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, then the Club Captain shall act as chairman. If the Club Captain is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act, then a Member of the Board, or member of the Club as the meeting shall determine, shall act as chairman.
- 28.5 Every question submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the Chairman shall have a casting vote PROVIDED ALWAYS that any question shall be decided by a secret ballot if the meeting passes a resolution to this effect.
- 28.6 At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 28.7 The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting 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.
- 28.8 Minutes of all resolutions and proceedings at General Meetings shall be made in a book provided for that purpose, and any such minute shall be signed by the chairman of the meeting to which it relates or by the chairman of the next succeeding meeting and, if purporting to be so signed, shall be receivable as evidence of the facts therein stated without further proof.

29. Accounts and Audit

- 29.1 The Board shall cause proper accounts and records be kept with respect to the financial affairs of the Club in accordance with the Act.

- 29.2 The financial year of the Club shall commence on the first day of October and end on the last day of September each year.
- 29.3 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit and shall at any time be available for inspection by members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 29.4 (a) The Board of Directors shall comply with the relevant provisions of the Corporations Law, and at each Annual General Meeting lay before the Club a Balance Sheet as at the end of the Club's financial year, and a Profit and Loss Account made up to the end of the financial year. Such Balance Sheet and Profit and Loss Account shall be accompanied by all documents required by law to be annexed thereto.

The Report of the Board in addition to the statutory requirements shall include the following:

- (i) the number of members of each class registered in the Register of Members at the end of the financial year to which the report relates
 - (ii) the names of members of the Board of Directors.
- (b) A summary of the financial report, stating the total income, cost of sales, capital expenditure and any extraordinary items, signed by the auditor, shall be emailed with the Agenda to every Full Member not less than twenty-one (21) days before the date of the Annual General Meeting. A full financial statement will be available to members at the AGM or 7 days prior to, on request.
- 29.5 Auditors shall be appointed, and their duties regulated in accordance with the Act.

30. Seal

The Board shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Board previously given and in the presence of two members of the Board at least, who shall sign every instrument to which such Seal is affixed; and every such instrument to which the Seal is affixed shall be counter-signed by the Secretary or some other persons appointed by the Board.

31. Notices

Notices may be served on a member personally, by email or by post to the members address as furnished by the member to the Club. The date on which the notice was posted or emailed is deemed to be the date of service of the notice.