

COMPANY CONSTITUTION
OF
ANTILL PARK
COUNTRY GOLF CLUB LIMITED

(as amended – 2013)

ACN 000 409 432

A Company Limited by Guarantee
and not having a Share Capital

[retyped version – 26/7/13]

Section 1:
ARTICLES OF ASSOCIATION
OF
ANTILL PARK COUNTRY GOLF CLUB LIMITED

DEFINITIONS

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

“**Act**” means the *Corporations Act 2001* (as amended) and any regulation made under that act.

“**annual report**” means a report that is produced in accordance with and that meets the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

“**annual subscription**” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid as either an annual subscription or otherwise.

“**Australian Accounting Standards**” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“**Authority**” means the Casino, Liquor and Gaming Control Authority.

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

“**By-laws**” means the Rules that have been determined by the Board in accordance with this Constitution.

“**chairperson**” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“**close relative**” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the *Interpretation Act 1987*]

“**Club**” means the Antill Park Country Golf Club Limited.

“**club licence**” means a club licence granted under the *Liquor Act 2007*.

“**Constitution**” means this company constitution of the Club in accordance with the Act.

“**contract**” includes commercial arrangement.

“**core property**” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“**dispose**” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“**employ**” and “**employee**” includes engage under a contract for services.

“**financial member**”, and the term “**financial**” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

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

“**Gaming Machines Act**” means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

“**gift**” includes money, hospitality or discounts.

“**Liquor Act**” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“**manager**” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

“**month**” means calendar month.

“**non-core property**” means any real property owned or occupied by the Club that is not core property.

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

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

“**Officers**” include the President, Secretary and members of the Board, but does not include the Auditor.

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

“**ordinary resolution**” means a resolution that is passed by a simple majority at a general meeting of members.

“**Registered Clubs Act**” means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

“**Regulations**” means regulations made under the *Registered Clubs Act 1976*.

“**responsible adult**” means a person of or over the age of eighteen (18) years who, in relation to the minor, is either a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“**Returning Officer**” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“**Rules**”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

“**Secretary**” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

“**special resolution**” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five percent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“**teleconferencing**” includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

“**top executive**” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“written” and **“in writing”** include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

EFFECT OF CONSTITUTION

- 2A. The Club’s Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

INTERPRETATION

2. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (c) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (d) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (e) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (f) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

PRELIMINARY

3. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
4. The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Memorandum and Articles of Association and the formation and registration of the Club.
5. The Club is established for the purposes set out in the Memorandum of Association.
6. The Club shall be a non-proprietary Club.
7.
 - (a) Subject to the provisions of Section 10 (6) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body, or 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 of the Club.
 - (b) Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a 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 license.
 - (c)
 - (i) The Secretary, or any employee, or a member of the Board or 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.
 - (ii) Subject to provisions of the Gaming Machines Act, 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 and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
 - (d) Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or 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 member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

8.
 - (a) An employee of the club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold Office as a member of the Board; and
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
 - (c) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
9.
 - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
 - (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; and
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
 - (d) The Club shall observe the liquor harm minimisation requirements of the Registered Clubs Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
10.
 - (a) The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.
 - (b) The Club must not dispose of any core property of the Club unless:
 - (i) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; and
 - (ii) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
 - (iii) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

MEMBERSHIP

11. The membership of the Club shall consist of the persons who at the date of the resolution adopting this Constitution are entered in the Member Register as members of the Club and such other persons as the Board shall admit to membership in accordance with the Constitution.

12. A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
13. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:
 - (a) Playing Members
 - (b) Provisional Playing Members
 - (c) Junior Playing Members
 - (d) Special Members
 - (e) Social Members
 - (f) Staff Members
 - (g) such other class or classes of membership as the Board shall from time to time determine in By-law.
14. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.

RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

15. Subject to Article 8(a), financial Playing Members and Life Members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or Extraordinary General Meetings of members. Each such member shall have one (1) vote.
16. The rights of members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.
17. The requirements for eligibility of persons for election to the following classes of membership shall be:
 - (a) **Playing Members** - Persons who have attained the age of 21 years and who are elected as Playing Members of the Club or transferred by the Board from another class of Ordinary Membership to Playing Membership of the Club;
 - (b) **Provisional Playing Members** - Persons who have attained the age of 21 years and who are elected as Provisional Playing Members of the Club or transferred by the Board from another class of Ordinary Membership to Provisional Playing Membership of the club;
 - (c) **Junior Playing Members**
 - (i) People under the age of eighteen (18) years who have been admitted to membership in accordance with the Registered Clubs Act for the purpose of participating in regular sporting competitions organised by the Club.
 - (ii) Junior Playing Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of Office, or nominate members for Officer of the Club.

- (d) **Social Members** - Persons who have attained the age of 18 years and who are elected as Social Members of the Club or transferred by the Board from another class of Ordinary Membership to Social Membership of the Club;
- (e) **Special Members** - Any Ordinary Member of the Club upon whom Special Membership has been conferred by the Board for services rendered to the Club;
- (f) **Life Members**
 - (i) Members who have rendered outstanding service to the Club and have been elected as such by resolution carried by a two-thirds majority of those present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board;
 - (ii) 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 Playing Members; and
 - (iii) Not more than two members shall be made Life Members in any one financial year and there shall not be more than six (6) Life Members at any one time, unless otherwise determined by the members in general meeting.
- (g) **Staff Members**
 - (i) Employees of the Club who have attained the age of 21 years and who are elected as Staff Members or transferred by the Board from any other class of Ordinary Membership to Staff Membership of the Club; and
 - (ii) Staff Members who cease to be employees of the Club shall cease to be Staff Members of the Club but may at the discretion of the Board be transferred to another class of Ordinary Membership of the Club.

HONORARY MEMBERS

- 18. A person shall not be admitted as an Honorary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications, as specified in these Articles, requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
- 19. Honorary Member (as defined in the Registered Club Act) shall mean a person over the age of eighteen (18) years who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion.
- 20. An Honorary Member shall be entitled only to the social privileges of the Club and to play golf and such other games, recreations and pastimes as are determined by the Board from time to time.
- 21. Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
- 22. The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore.

TEMPORARY MEMBERS

23. A person shall not be admitted as a Temporary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications as specified in these Articles requisite and appropriate in relation to the purposes of the Club for temporary membership of the Club.
24. Temporary Member shall mean a person over the age of eighteen (18) years who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (a) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
 - (b) A person who is a member of another registered club with similar objects to those of this Club;
 - (c) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
 - (d) An interstate or overseas visitor.
25. The Board or the Secretary may at any time cancel the membership of any Temporary Member without notice and without assigning any reason therefore.
- 25A. The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- 25B. A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- 25C. Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of Office, or nominate members for Officer of the Club.
- 25D. A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.
- 25E. Temporary Members shall not be required to pay an entrance fee or annual subscription unless determined otherwise by the Board from time to time.

TRANSFER OF MEMBERSHIP

26. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary Membership to another class of Ordinary Membership. Any member so transferred may at the discretion of Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.

PROVISIONAL MEMBERS

27. Provisional Members shall be persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold Office and the right to attend meetings. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

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 Provisional Member, unless he is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. The election shall be by a majority vote.
29. Candidates for Ordinary Membership of the Club shall complete and sign a nomination form. The nomination form shall set out the full name, address and occupation of the nominee and the class of Ordinary Membership to which the nominee wishes to be admitted and shall be in the form and contain such further particulars as are from time to time determined by the Board. The nomination form shall include a statement that the candidate, if admitted to membership, will be bound by the Constitution of the Club.
30. The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate to be exhibited on the notice board for a continuous period of not less than seven (7) days before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and his election.
31. Upon payment of the entrance fee (if any) and first annual subscription a person who has been elected to membership by the Board shall become a member of the Club. If the entrance fee and annual subscription is not paid within one (1) month after the date of election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

32. Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so approves, by quarterly or half yearly instalments, or for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Board from time to time.
33. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 33A. Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.
34. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription only if he shall be elected after the expiration of six months from the date of commencement of the financial year.
35. If the entrance fee or subscription of any part thereof of any member shall not be paid within a period of 60 days from the date upon which it shall fall due for payment and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the Register of Members of the Club.
- 35A. Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
36. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

PATRONS

37. The members in general meetings may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be an Honorary Members of the Club and subject to these Articles shall remain an Honorary Members while they remain a Patron.

ADDRESSES OF MEMBERS

38. Every person shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTERS OF MEMBERS AND GUESTS

39. The Club shall keep the following registers:
- (a) Full Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
 - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (c) Honorary Member Register. This register shall set forth the name in full and the address of each Honorary Member and the date or period of Honorary Membership.
 - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the Register once. It is offence to make an entry in the guest register relating to a person under the age of eighteen (18) years.
- 39A. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

SUSPENSION AND EXPULSION

40. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the Register of Members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard;
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing;
 - (c) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion;
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged; and
 - (e) Any decision of the Board of such hearing or any adjournment thereto shall be final and the Board shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Article and any member reprimanded, suspended or expelled pursuant to this said Article shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

RESIGNATION AND CESSATION OF MEMBERSHIP

41. (a) A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary; and
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion being removed from the Register of Members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club or for which he is or may become liable under Clause 5 of the Memorandum of Association.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

- 41A. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000*, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the

vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

- (f) An Alcohol Management Operations Register may be maintained (and shall be maintained if required under the Liquor Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Alcohol Management Operations Register. All reports must be recorded in the Alcohol Management Operations Register as soon as practical after the incident.

GUESTS

- 42. (a) All members excluding Temporary Members, Honorary Members, and Junior Playing Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.
- (b) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board of the Club;
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (d) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

43. The Board shall be seven (7) members consisting of a President, Vice-President, Captain, Vice-Captain, Treasurer and two (2) other Directors. All such members of the Board are Directors of the Club within the meaning of the Act.
44. (a) Only a Playing Member who is a Life Member or has been a member of the Club for at least a period of twelve (12) consecutive months immediately preceding his nomination for election to the Board shall be eligible for election to the Board of Directors of the Club.
- (b) No member who is unfinancial, an undischarged bankrupt, or under suspension shall be elected as a member of the Board of Directors or to any office as a member of any committee. For such period that any member remains unfinancial or under suspension any office by that member shall be vacated.
- (c) Each member elected or appointed to the Board may be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

TERM OF OFFICE OF THE BOARD

[Please read the definition of “year” in Article 1]

45. (a) (i) For the purposes of elections under the annual half-board election system, an election of the Board shall be held annually to elect the following positions:
- (a) The President and three (3) ordinary Directors shall be elected in odd-numbered years.
- (b) Three (3) ordinary Directors shall be elected in even-numbered years.
- (ii) Each member elected in accordance with sub-paragraph (a)(i) shall be entitled to hold office for two (2) years, unless otherwise disqualified.
- (b) In addition to the number of members of the Board to be elected annually under sub-paragraph (a), additional members of the Board shall be elected to fill each casual vacancy in the Board that occurred during the year. In order to restore the half-board cycle, each person elected in accordance with this sub-paragraph shall hold office for the residue of the term of office of the person who caused the original casual vacancy, unless otherwise disqualified. [Note - A person who is appointed by the Board to fill a casual vacancy on the Board may hold office only until the next succeeding Annual General Meeting but shall be eligible for re-election].
- 45A. A person whose term of office as a member of the Board expires is eligible for re-election for a further two (2) year term. A serving member of the Board may nominate for election to the office of President before the expiration of such member’s term of office.

- 45B. Under no circumstances shall a Director be permitted to hold office for more than two (2) years without re-election at the Annual General Meeting. The provisions of this sub-paragraph include any serving member of the Board appointed to fill a casual vacancy in the office of President of the Club.

NOMINATION AND ELECTION OF THE BOARD

- 45C. (a) In accordance with the Club's election cycle from year to year, the Secretary shall call for nominations for the election of President and members of the Board not less than twenty-one (21) days prior to the date of the Annual General Meeting. The closing date for nominations shall be at close of business ten (10) days before the Annual General Meeting.
- (b) Each nomination for office shall be made in writing and signed by a proposer and seconder who shall be a financial Playing Member or Life Member of the Club and shall be signed by the nominee consenting to the nomination.
- (c) All such nominations for office must be lodged with the Secretary before the close of nominations.
- (d) The Secretary shall, as soon as practicable after the close of nominations, post the names of the candidates so nominated on the notice board.
- 45D. (a) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to other positions of office. For the purpose of this Rule the order of seniority of offices shall be:
- (i) President
 - (ii) ordinary Director
- (b) At the first meeting of Directors following an election of the Board, the members of the Board present shall elect from their members a Vice-President, a Captain, a Vice-Captain, and a Treasurer.
- 45E. (a) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (b) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared duly elected at the Annual General Meeting and nominations shall be made orally at the meeting for the vacancies then remaining. No person shall be elected from the floor of a meeting without giving consent to such nomination (whether present or not). If more than one candidate is nominated for such vacancies, an election by ballot for such vacancies remaining shall be held in accordance with this Constitution.
- (c) (i) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided for by this Constitution and by the By-laws.

- (ii) The ballot to elect the Board of Directors shall be held at the Annual General Meeting or during a suitable period in the days prior to the Annual General Meeting as determined from time to time by the Board.
- (d) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- (e)
 - (i) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
 - (ii) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- 45F.
 - (a) In any case of doubt as to the formality or otherwise of a ballot paper, the same shall be referred to the Returning Officer whose decision shall be final.
 - (b) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his absence the chairperson 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.
- 45G. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
 - (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
 - (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
 - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.
- 45H. The Board shall have the power to make By-laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

POWERS OF BOARD

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

47. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these presents and to any regulations not being inconsistent with these presents 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. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its power to committees consisting of such member or members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the links.
 - (v) The upkeep and control of the links.
 - (vi) The conduct and management of all competitions.
 - (vii) The conduct of members.
 - (viii) The privileges to be enjoyed by each category of member.
 - (ix) The relationship between members and club servants.
 - (x) And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which by the Memorandum and Articles of Association are not reserved by the Club in general meeting.

- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club, as may be thought fit.
- (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.

- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss Managers Officers representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (L) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (m)
 - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to constitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to apply on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
 - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose; provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

BY-LAWS

48. Any By-laws made under these Articles shall come into force and have the full authority of a By-law of the Club on being posted upon the Club notice board.

PROCEEDINGS OF THE BOARD

49. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business 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 provided for that purpose.
- (b) The President shall preside at every meeting of the Board or if at any meeting the President is not present or is unwilling or unable to act then the Vice-President shall act as chairperson of the meeting. If the Vice-President is not present or is unwilling or unable to act then the Board members present may elect their own chairperson for the meeting.
- (c) The quorum for meetings of the Board shall be four (4) members present in accordance with this Constitution.
- 49A. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. Teleconference access to Board meetings, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.
50. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
51. Subject to these articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a casting vote.
52. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

53. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
54. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

55. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
- 55A. In accordance with Regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
- 55B. (a) The Club shall not enter into a contract with the Secretary of the Club, a Manager, or any close relative of the Secretary or Manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.

- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
 - (c) Sub-Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Sub-Paragraph applies.
 - (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
 - (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
 - (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Sub-Paragraphs (a) and (b) are not contravened.
 - (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Sub-Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
- 55C. The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's license or from holding a financial interest in respect of a hotel.
- 55D. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
- 55E. A member of the Board 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 member's knowledge, declare the nature of the interest at a meeting of the Board.
- 55F. (a) The Club shall not lend money to a member of the Board of the Club.

- (b) The Club shall not lend money to an employee of the Club unless:
 - (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
 - (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
- 55G. In accordance with Regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

VACANCIES ON BOARD

56. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office only until the next succeeding Annual General Meeting. Such person appointed to the Board shall be eligible for re-election.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
57. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
 - (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to complete training for directors);
 - (c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;

- (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (g) transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
 - (h) becomes an employee of the Club;
 - (i) resigned from office by notice in writing to the Secretary of the Club;
 - (j) ceases to be a member of the Club.
58. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold Office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

59. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board. All other general meetings shall be called Extraordinary General Meetings.
60. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five percent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, whichever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.

- (f) In the case of a general meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
 - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
61. At least twenty-one (21) clear days notice specifying the place day hour and business of a general meeting shall be given to all members entitled to attend and vote at general meetings of the Club. The notice shall be given to the member either personally or by posting such notice to the member's registered address. The meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member.
- 61A. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- 61B. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

PROCEEDINGS AT GENERAL MEETINGS

62. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the Financial Report as required by the Act and the Registered Clubs Act and if required to receive and consider the Auditor's Report;
 - (d) To approve honoraria or other extraordinary benefits (if any);
 - (e) To elect the Board in accordance with this Constitution;
 - (f) To appoint an Auditor (if an Auditor is required and if a vacancy exists due to resignation or dismissal);
 - (g) To deal with any valid business of which due notice has been given;
 - (h) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
63. 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 if convened on the requisition of members shall not be less than thirty-five (35) members present and entitled to vote and at all general meetings and at all Annual General Meetings shall not be less than twenty (20) members present and entitled to vote. If within fifteen (15) 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 in the next week to the same time and place or to such other day time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
64. The President shall be entitled to take the chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-President shall act as chairperson of the meeting. If the Vice-President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act the Captain shall be chairperson of the meeting but if the Captain is not present or is unwilling to act then the members of the Club present shall elect a member of the Board or one of their number to be chairperson of the meeting.
65. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by a majority of members present) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.

- (b) A person shall not:
 - (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) Vote at any election of, or of a member of, the Board, as the proxy of another person.

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

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

(b) A demand for a poll may be withdrawn.

- 68. The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save 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.

- 68A. The chairperson of an Annual General Meeting shall 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.

- 68B. (a) The Club's Auditor is entitled to attend any general meeting of the Club and 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 even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from Office.

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

MINUTES

69. The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
- (a) of all appointments of Officers made by the Club in general meeting or by the Board;
 - (b) of the names of the Directors present and voting at each meeting of the Board;
 - (c) of the number of members present and voting at general meetings of the Club;
 - (d) of all resolutions and proceedings at all meetings either of the Club or of the Board.
- 69A. Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the chairperson of the meeting to which it relates or by the chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

70. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
- 70A. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.
71. 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.

ANNUAL REPORT

72. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and an auditor's report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (b) The Directors' report, in addition to the other statutory requirements, shall include:
- (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
 - (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.
- 72A. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
- 72B. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

FINANCIAL YEAR

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

AUDITOR

74. Notwithstanding provisions of the Act, an Auditor shall be appointed by the Club and the following provisions shall apply:
- (a) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
 - (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
 - (c) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from Office by a simple majority (50% plus one) at a general meeting of which notice has been given.
 - (d) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
 - (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
 - (f) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
 - (g) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
 - (h) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
 - (i) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

TREASURER

75. The Treasurer shall supervise the financial affairs of the Club in such manner as the Board may from time to time determine.

SECRETARY

76. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club. The Secretary shall be trained in accordance with the Registered Clubs Act.
- 76A. In accordance with the Act, Registered Clubs Act, and the Liquor Act, the Secretary shall be responsible for the following duties and to ensure that the said duties are carried out:
- (a) To conduct and manage the affairs of the Club under the direction of the Board;
 - (b) To convene and attend all meetings of the members and of the Board, taking minutes of the business transacted thereat, and to enter same in the minute book;
 - (c) To conduct, keep and produce the correspondence in connection with the Club;
 - (d) To keep a Register of members and of Guests as required by the Registered Clubs Act;
 - (e) To keep a register of disclosures as required by the Registered Clubs Act;
 - (f) To keep such books and records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operating position and affairs;
 - (g) To control the notice boards and to post all official notices in the Club;
 - (h) To prepare and submit for the approval of the Board the annual report of the Club's affairs.
 - (i) To perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution.
 - (j) To perform such other duties that are required to be carried out by the Secretary in accordance with the provisions of the Act and the Registered Club Act.

EXECUTION OF DOCUMENTS

77. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

- (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 Committee previously given.

NOTICES

- 78. Any notice in writing may be given by the Club to a member either:
 - (a) personally;
 - (b) by sending it by post to the address for the member in the Register of Members; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
- 79. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.
- 79A. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
 - (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- 79B. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

INDEMNITY TO OFFICERS

- 80. (a) Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.
 - (b) To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CONSTITUTION

81. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said act they shall be inoperative and have no effect.
82. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
83. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
84. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

Prepared by

Small Block Club Services

SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700
T: 02 6959 4997 F: 02 6959 4979 A/H: 0407 064 705

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Section 2:

MEMORANDUM OF ASSOCIATION **OF** **ANTILL PARK COUNTRY GOLF CLUB LIMITED**

1. The name of the Company is the “Antill Park Country Golf Club Limited” (hereinafter called “the Club”).
2. The objects for which the Club is established are:
 - (a) To promote and conduct the game of golf.
 - (b) To promote and conduct other amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient in furtherance of 2(a).
 - (c) To construct, establish, provide, maintain and conduct such golf courses, playing areas, grounds and facilities 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 purchase, take or lease or exchange or otherwise acquire and hold any lands or buildings, freehold or leasehold property or any easements, rights or privileges, real or personal 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 and to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club, provided that no portion of the Club premises which are the subject of a Certificate of Registration under the Registered Clubs Act shall be leased without the consent of the Authority being obtained.
 - (e) To construct, maintain and alter any building or work necessary or convenient for the purposes of the Club.
 - (f) To raise money by entrance fee, subscriptions and the payments payable by members and to grant any rights and privileges to subscribers.
 - (g) To promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sports, and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club, or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which, under the

regulations affecting the said game, match, sporting event or competition, may be awarded to him.

- (h) To subscribe to become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of this Club.
- (i) To affiliate with Golf NSW or other sporting associations 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 or other games, sports and pastimes.
- (j) In furtherance of the objects of the Club, to buy, prepare, make, supply, sell and deal in all kinds of equipment and all apparatus used in connection with the sport of golf and other sports and pastimes; and all kinds of liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting the grounds, club house or premises of the Club, subject however, to the provisions of the Liquor Act 2007, as amended, and the Registered Clubs Act 1976, as amended.
- (k) 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.
- (L) To borrow or raise and secure the payment of money in such manner as the Club shall think fit, in particular by the issue of Debenture or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (m) 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.
- (n) 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 and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (o) To invest and deal with the moneys of the Club upon such securities, and in such manner as may from time to time be determined, and to sell, dispose of, realise or otherwise deal with any such securities.
- (p) To hire, employ and dismiss secretaries, clerks, managers, servants, workmen and contractors and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities or pensions.
- (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 as 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 rights and liabilities of the Club, or for any other purpose which may seem directly or indirectly calculated 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 fidelity in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances 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 person and either as principal, agents, contractors, trustees or otherwise.
- (w) To make donations for charitable, benevolent or patriotic purposes.
- (x) To maintain and renew a Certificate of Registration of the Club under the *Registered Clubs Act 1976*, as amended, and to maintain and renew a Club Licence under the *Liquor Act 2007*, as amended.
- (y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning and effect of any objects shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club.

The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.

3. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the object of the Club; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that subject to the Registered Clubs Act nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purposes of the Club.
4. The liability of members is limited.

5. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of any debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the right of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
6. If upon the winding up or dissolution of the Club there remains, after 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 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 is imposed on the Club under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
7. *(Deleted)*

<p>Prepared by Small Block Club Services SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700 T: 02 6959 4997 F: 02 6959 4979 A/H: 0407 064 705</p>

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