ART157

CONSTITUTION

OF

CABRAMATTA GOLF CLUB LIMITED

ACN 000 060 355

A Company Limited by Guarantee
and not having a Share Capital

Amended: June 2003
Amended: 10 August 2009
Amended: 25 August 2014
Amended: 21 September 2020

PIGOTT STINSON
LEVEL 3, 10 BARRACK STREET, SYDNEY NSW 2000 AUSTRALIA
POSTAL ADDRESS: GPO BOX 3380 SYDNEY NSW 2001
TELEPHONE: +61 2 8251 7777 **EMAIL:** partners@pigott.com.au

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DEFINITIONS

1. In this Constitution unless there by something in the subject of context inconsistent therewith:

   "Biennial General Meeting" means the Annual General Meeting in 2010 and the Annual General Meeting in each alternate year thereafter.

   "The Club" means the Cabramatta Golf Club Limited.

   "Constitution" means this company constitution of the Club.

   "the Act" means the Australian Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

   "Rules", unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws of the Club.

   "the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

   "Officers" include the President, Captain, Vice President, Treasurer, General Manager/Secretary and members of the Board but does not include the Auditor.

   "General Manager/Secretary" includes Acting General Manager, Acting Secretary, Honorary Secretary, and Acting Honorary Secretary.

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

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

   "The Club Notice Board" means a board designated as such within the Club premises on which notices for the information of members are posted.

   "in writing" and "written" include printing typing lithography and other modes of representing or reproducing in visible form in the English language.

   "Month" means calendar month.

   "Special Resolution" has the meaning assigned thereto by The Act.

2. A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:

   (a) If at the due date a member's subscription or any part thereof payable on that date remains unpaid; or

   (b) If any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of thirty (30) days from service on the member a notice from the Club requiring payment thereof; and

in either case the member shall be and remain unfinancial until payment in full of the amount owing.

3. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa. Words importing persons include corporations.

INTERPRETATION

4. A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws or Rules 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 the Supreme Court of New South Wales.

4(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.

5. 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 clauses in this Constitution nor limit or govern the construction of this Constitution.

6. 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.

PRELIMINARY

7. The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Constitution and the formation and registration of the Club.

8. The Club is established for the purposes set out in this Constitution.

9. The Club shall be a non proprietary Club.

10. Subject to the provisions 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. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board and approved in advance by the general body of members in general meeting to any such member in respect of special honorary services rendered to the Club.

11. 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 certificate of Registration under the Registered Clubs Act or from any added value that may be accrued to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

12. The General Manager/Secretary, or any employee, or a member of the Club or of any committee, of the Club shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club, or any payment calculated by reference to the gaming revenue of the Club.

13. 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.

14. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant 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 at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Club; but so that no member of the council of management or governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such council of management or governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lent to the Club. Provided that the provision last aforesaid shall not apply to any payment to a company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any such member in respect of special honorary services rendered to the Club and such honorarium shall be approved in advance by the general body of members at a General Meeting.

14(A). The liability of members is limited.

14(B). Every voting 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 the debts and liabilities of the Club contracted before he cases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding Two Dollars ($2.00).

14(C). 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 Paragraph 4 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

15. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1)(b) of the Registered Clubs Act.

(b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.

(c) A person under the age of eighteen (18) years shall not use or operate Poker Machines on the premises of the Club.

MEMBERSHIP

16. The total number of Ordinary and Life Members of the Club shall not exceed 6250 or the maximum number from time to time permissible under the Registered Clubs Act.

17. No person under the age of eighteen (18) years shall be admitted as a member of the Club except for the purpose of participating in regular sporting competitions organised by the Club and such person admitted to membership shall hold a class of Junior Membership as defined by this Constitution or by the Board in the By-Laws.

18. The persons who at the date of the Resolution adopting this Constitution are entered in the records of the Club as members and such other persons as the Board shall admit to membership in accordance with the Constitution shall be members of the Club.

19. A person shall not be admitted to Membership of the Club except as an Ordinary member, Life member, Provisional Member, Honorary member, or Temporary member.

20. (a) Unless and until otherwise determined by the Board, Ordinary Membership of the Club (excluding Junior Membership) shall consist of:

(i) Full Playing Members

(ii) Weekend Playing Members

(iii) Intermediate Playing Members

(iv) Associate Playing Members

(v) Social Members

(vi) Corporate Nominee Members

(vii) Emergency Services Members

(b) Unless and until otherwise determined by the Board. Junior Members who shall be deemed Ordinary Members of the Club pursuant to the Registered Club Act, shall consist of:

(i) Junior Playing Members

(ii) Sub-Junior Playing Members

(iii) Cadet Playing Members

21. The number of Full Playing members and Life members (being the only classes of membership eligible to attend and vote at general meetings of the Club) must comprise not less than twenty five percent (25%) of the total membership of all the classes of membership referred to in Rule 20.

RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

22. Subject to Clause 13, financial Full Playing Members and Life Members shall be the only members of the Club entitled to attend and to vote at General Meetings of the Club. Each such member shall have one (1) vote.

23. 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-Laws or otherwise.

24. Members under the age of eighteen (18) years 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.

25. The requirements for eligibility of persons for election to the following classes of membership shall be:

(a) Full Playing Members

Persons who have attained the age of eighteen (18) years and who are elected as Full Playing Members of the Club or transferred by the Board from another class of Ordinary membership to Full Playing Membership of the Club.

(b) Associate Playing Members

Persons who have attained the age of eighteen (18) years and who are elected as an Associate Playing Member or transferred by the Board from another class of Ordinary membership to Associate Playing Membership of the Club.

(c) Social Members

Persons who have attained the age of eighteen (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.

(d) Life Members

(i) Members who have rendered outstanding service to the Club and have been elected a Life Member by resolution carried by a two thirds (2/3rd) majority of those present and entitled to vote on such

membership 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 the class of membership held immediately prior to election to Life Membership and such other rights and privileges as may be determined by the Board.

(iii) Not more than two members shall be made Life Members in any one financial year.

(e) Emergency Services Members

(i) Emergency Services Members shall be persons who have:

(1) attained the age of eighteen (18) years;

(2) satisfied the Board that they work in an "emergency services occupation;

(3) been elected as an Emergency Services Member or transferred by the Board from another class of Ordinary membership to Emergency Service Membership of the Club.

(ii) The Board shall in its absolute discretion, determine the occupations which are "emergency services occupations" by way of by-law.

(iii) An Emergency Services member shall be entitled to all of the playing and social privileges of Full Playing members but shall not have the right to:

(1) attend and vote at any meeting of the Club; and

(2) nominate any person for election to the Board;

(3) hold office on the Board or of any committee of the Club;

(4) propose or second any person for membership of the Club.

CORPORATE NOMINEE MEMBERS

25A. (a) The Board may from time to time invite corporations and other business entities to nominate an employee or officer of that corporation or business entity to become a Corporate Nominee member. The corporation or other business entity may then advise the Club in writing of the name and other requisite particulars of the person nominated and the Board shall consider whether such nominee is to be admitted to Corporate Nominee membership in accordance with this Constitution.

(b) The corporation or other business entity referred to in paragraph (a) shall have the right during the period of any Corporate Nominee membership to nominate additional employees or officers or a substitute for the original member and each person so nominated shall be considered for Corporate Nominee membership by the Board in accordance with this Constitution.

(c) Corporate Nominee membership shall be available only to persons who are of or over the age of eighteen (18) years of age.

(d) All conditions of Corporate Nominee membership (including the entrance fee and annual subscription payable) will be the subject of a corporate membership agreement (which will not be inconsistent with this Constitution) between the Club and the corporation or other business entity which nominated the Corporate Nominee member, including that the corporation or other business entity will be liable to the Club to pay the entrance fee and annual subscription of each Corporate Nominee member who is nominated by that corporation or other business entity.

(e) A Corporate Nominee member shall be entitled to all playing and social privileges of Full Playing members but shall not have the right to:

(i) attend or vote at any meeting of the Club;

(ii) nominate any person for election to the Board;

(iii) hold office on the Board or of any committee of the Club;

(iv) propose or second any person for membership of the Club.

(f) A Corporate Nominee member will be subject to the terms of this Constitution.

(g) If a Corporate Nominee member is suspended or expelled from membership of the Club, the corporation or other business entity which nominated that Corporate Nominee member will not be entitled to any refund on the entrance fee or annual subscription paid for membership of that Corporate Nominee member.

HONORARY MEMBERS

26. A person shall not be admitted as an Honorary Member of the club unless they are admitted in accordance with the provisions of this Constitution and they have the qualifications, as specified in this Constitution, requisite and appropriate in relation to the purposes of the club for Honorary Membership of the Club.

27. The following persons over the age of eighteen (18) years may at the discretion of the Board or management of the Club be made Honorary Members of the Club:

(a) Any prominent citizen or dignitary visiting the Club for some special occasion.

(b) A current Patron of the Club.

28. An Honorary Member shall be entitled 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.

29. Honorary Members may be relieved of any obligation or liability with respect to the payment of any subscriptions or levies as the Board may from time to time determine.

30. The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason.

TEMPORARY MEMBERS

31. A person shall not be admitted as a Temporary Member of the Club unless he is admitted in accordance with the provisions of this Constitution and he has the qualifications as specified in this Constitution requisite and appropriate in relation to the purposes of the Club for Temporary Membership of the Club.

32. The following persons aged over the age of eighteen (18) years may at the discretion of the Board or management of the Club be made Temporary Members of the Club:

    (a) An interstate or overseas visitor;

    (b) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered club.

    (c) A person who is a member of another registered club with similar objects to those of this club.

    (d) Any member of another registered club 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

33. Temporary member (other than those who are exclusively attending the Club for the purpose of taking part in an organised sport or competition pursuant to section 30(10) of the Registered Clubs Act) are required to complete and sign the Temporary Members Register each day they attend at the club.

34. A Full member of any registered club who, at the invitation of the Board or of an Ordinary or Life Member of the Club, attends on any day at the premises of the Club for the purpose of participating in a game or competition of a sporting or athletic nature to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when he so attends the premises of the Club until the end of that day.

35. The Board or General Manager/Secretary may at any time cancel the membership of any Temporary Member without notice and without assigning any reason.

PROVISIONAL MEMBERS

36. 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.

TRANSFER OF MEMBERSHIP

37. 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 the 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 fee and/or annual subscription applicable for his present membership and the entrance fee and/or annual subscription applicable to the class of membership to which he desires to be transferred.

38. A member holding a class of Junior Membership may without the need for application be transferred to the appropriate class of membership related to such member's age as may be determined by the Board on payment of the difference between the entrance fee and/or annual subscription applicable for his present membership and the entrance fee and/or annual subscription applicable to the class of membership to which he is being transferred to.

ABSENTEE LIST

39. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member suffering ill health or leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Clause the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

ELECTION OF MEMBERS

40. A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary 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 General Manager/Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

41. Every candidate for membership of the Club as a Full Playing Member shall be proposed by one and seconded by another Full Playing Member or Life Member (who shall have been a member of the Club for a minimum period of twelve (12) months) or Life Member, or by such other class of member as the Board may from time to time determine.

42. Subject to Rule 42(A), every candidate for membership of the Club other than as a Full Playing Member shall be proposed by a Full Playing Member or Life Member and shall be seconded by a member belonging to the class of membership to which the candidate desires to be admitted or by such other class of member as the Board may from time to time determine provided that both the nominator and seconder shall have been a member of the Club for a minimum period of at least twelve (12) months.

42A. The requirements of Rule 42 shall not apply to a person nominated for Corporate Nominee membership pursuant to Rule 25A.

43. No person who is under the age of eighteen (18) years shall be admitted as a member of the Club unless the members proposing and seconding the admission of such member have each attained the age of eighteen (18) years.

44. (a) In respect of every nomination for membership there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.

(b) The nomination form shall be signed by the proposer and seconder and the candidate.

(c) The nomination form shall be lodged with the General Manager/Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one (1) week before the election of the candidate as a member of the Club and an interval of at least two (2) weeks shall elapse between the proposal of a person for election and his election.

45. When a person has been elected to membership the General Manager/Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one (1) month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

46. Members' subscriptions shall be paid in advance either annually or if the Board so directs and approves: by half yearly, quarterly, or monthly instalments; or biennially; 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 this Constitution shall be as prescribed by the Board from time to time.

47. The entrance fees and subscriptions or payments payable by members of the Club shall be such amount 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.

47A. (a) A Full Playing member who has attained the age of sixty five (65) years and who has been a member in that category of membership for twenty five (25) continuous years shall be a Senior member.

(b) A Senior member shall pay such reduced annual subscription for Full Playing membership as determined by the Board from time to time.

48. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay such subscription as the Board may determine.

49. Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.

50. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment or by such date as may be determined from time to time by the Board, the General Manager/Secretary shall cause the member's name to be removed from the register of members of the Club.

51. 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.

52. The Board shall have power to make charges and levies on categories of members for general or special purposes as they see fit.

PATRONS

53. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to this Constitution shall remain Honorary Members while they remain a Patron

ADDRESSES OF MEMBERS

54. Every person shall on becoming a member furnish to the General Manager/Secretary particulars of his address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the General Manager/Secretary of any subsequent change of address. The address within the said State 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

55. The Club shall keep the following registers:

(a) Ordinary and Life Members

A register of persons who are Ordinary or Life Members of the Club. This register shall set forth the name in full, the address and occupation of each Ordinary Member and Life Member, and, if he is an Ordinary member, the date on which he last paid the annual subscription for membership of the Club.

(b) Honorary Members

A register of persons who are Honorary Members. This register shall set forth the name in full and the address of each Honorary Member and the date or period of membership.

(c) Temporary Members

A register of persons who are Temporary Members other than Temporary Members referred to in Clause 34. This register shall set forth the name in full and the address of each Temporary member and the date on which such Temporary Membership was granted.

(d) Guests

A 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 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.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

56. If any member shall refuse or neglect to comply with any of the provisions of the Constitution 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 Clause by notice in writing by a registered letter posted to his last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.

(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) 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.

(d) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3 rds) of the members of the Board present vote in favour of such motion.

(e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.

(f) Any member notified or any member proposed in accordance with Sub-clause (a) of this Clause to be notified, may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within one (1) month of the notification to the member of his immediate suspension.

57. (a) The Secretary, or an authorised employee or Officer of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the Club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; who hawks, peddles or sells any goods on the premises of the Club; who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or who, for the purpose of prostitution, engages or uses any part of the Club premises.

(b) If pursuant to this Rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorised employee or Officer of the Club, may at any subsequent time refuse to admit said person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises.

(c) The persons who are entitled to exercise the powers set out in this Rule shall be:

(i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; and

(ii) any person authorised in writing by the Secretary or the Board to exercise such powers.

(d) The Secretary and any person exercising the powers referred to in this Rule may use such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.

(e) The Secretary and any person who has exercised any of the powers referred to in this Rule shall within forty-eight (48) hours of using such powers make a report in writing to the Board relaying the facts, matters and circumstances relating to the exercise of the powers.

RESIGNATION AND CESSATION OF MEMBERSHIP

58. A member may at any time by giving notice in writing to the General Manager/Secretary resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the General Manager/Secretary.

59. 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 fee or annual subscription 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 and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under the Constitution or under the Act.

GUESTS

60. (a) All members (excluding Temporary Members and members under the age of eighteen (18) years) 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) 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.

(c) 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.

(d) 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.

(e) Members shall be responsible for the conduct of any guests they may introduce to the Club.

(f) 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.

(g) 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.

(h) 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

61. The Board of Directors shall consist of a President, Captain, Vice President, Treasurer and five (5) other Directors.

62. (a) Until the Annual General Meeting in 2009, the Board shall be elected annually at the Annual General Meeting of the Club.

(b) With effect from the Annual General Meeting in 2010, being the first Biennial General Meeting, the Board shall be elected biennially at each Biennial General meeting.

63. The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.

64. As person shall not be elected to or hold office as a member of the Board unless he is a Full Playing Member or Life Member of the Club of at least five (5) years standing as at the date of nomination for election

65. No member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or during a period of suspension.

66. Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Full Playing Members or Life Members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the General Manager/Secretary at least seven (7) days before the date of the Biennial General Meeting. The proposer, seconder and nominee shall be Financial members of the Club at the time the nomination form is signed. The General Manager/Secretary shall forthwith post notification of such nominations on the Club Notice Board.

67. 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 the Junior office. For the purpose of this Clause the order of seniority of offices shall be:

(i) President

(ii) Captain

(iii) Vice President

(iv) Treasurer

68. (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 Biennial General Meeting.

(b) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Biennial General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with sub-clause (c) of this Clause.

(c) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided by By-Law or as determined from time to time by the Board provided that the ballot shall be counted by a Returning Officer and at least two scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer. In the event of an equality of votes in favour of two or more candidates the Chairman of the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

POWERS OF THE BOARD

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

69. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and 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 powers to committees consisting of such member or members of its body and/or such other 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 Chairman of the committee 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 Constitution 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 this Constitution 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 control and management of all competitions.

(vii) The conduct of members.

(viii) The privileges to be enjoyed by each category of members.

(ix) The relationship between members and club employees.

(x) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in Genera! 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 exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.

(k) To appoint, discharge and arrange the duties and powers of the General Manager/Secretary and to determine the remuneration (if any) and terms of employment of such General Manager and to specify and define his duties.

(l) 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.

(m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

(n) (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 reconstitute 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 this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.

(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 by this Constitution, any 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.

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

PROCEEDINGS OF THE BOARD

71. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business 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.

72. The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as

Chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman.

73. The quorum for meetings of the Board shall be six (6) members personally present.

74. The President may at any time and the General Manager/Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.

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

76. 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.

77. 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.

78. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

79. (a) Notwithstanding any rule of law or equity to the contrary a Director of the Club shall not be disqualified by his office from contracting with the Club either as vendor, purchaser or otherwise, nor shall any such contract or and contract transaction or arrangement entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided or be rendered voidable nor shall any Director so contracting or being interested be liable to account to the Club for any profit realised by any such contract transaction or arrangement by reason of such Director holding that office or by reason of the fiduciary relationship thereby established but in accordance with provisions of the Act it shall be the duty of the Director to declare the nature of his interest at a Board meeting of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

(b) In the case of a proposed contract such declaration shall be made at the Board meeting at which the question of entering into the contract is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract at the next Board meeting held after he becomes interested.

(c) A general notice given to the Board by the Director to the effect that he is a director or member of a specified company or firm and is to be regarded as

interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be sufficient declaration or interest in relation to any contract so made. A Director so interested shall be counted in a quorum but shall not vote on any such contract or arrangements.

(d) A Director shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

VACANCIES ON THE BOARD

80. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which special notice (twenty-one (21) clear days) has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been so removed.

81. The office of President, Captain, Vice President, Treasurer and a member of the Board shall ipso facto be vacated:

(a) If he becomes insolvent under administration or is convicted of a felony or misdemeanour or indictment.

(b) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

(c) If he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.

(d) If by notice in writing given to the General Manager/Secretary he resigns his office.

(e) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.

(f) If he ceases to be a member of the Club.

(g) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.

(h) If he transfers to a class of membership that is not permitted to participate in the management in the Club under the provisions of this Constitution.

(i) If he becomes an employee of the Club.

82. 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 next following Biennial General Meeting.

GENERAL MEETINGS

83. A General meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the Financial year. All meetings other than Annual General Meetings shall be called General Meetings.

84. The Board may whenever they think fit convene a General Meeting of the Club.

85. (a) The Board shall convene a General Meeting on the request of not less than five percent (5%) of the members of the Club whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (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 and may consist of several documents in like form each signed by one or more requisitionists.

(c) 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 do not proceed to cause a meeting to be held 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 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 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 General Meeting convened under this clause by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.

(h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

86. At least twenty-one (21) clear days notice specifying the place day hour and business of a General Meeting shall be given in the manner hereafter provided to all members entitled to attend and vote at General Meetings of the Club but 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 unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

87. Notice in writing of any resolution or special business must be given to the General Manager/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 or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.

PROCEEDINGS AT GENERAL MEETINGS

88. The business of any Annual General Meeting shall be to receive and consider the accounts, statements and reports prescribed by section 314 of the Act and, in the case of a Biennial General Meeting, to elect in the manner hereinbefore provided the members of the Board and, subject to the Act, to appoint an auditor or auditors if required.

89. The Chairman 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.

90. If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow 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.

90(A). Members shall be required to give at least seven (7) days written notice prior to the Annual General Meeting of any questions relating to the Financial Accounts of the Club which require additional information not shown in the Annual Report.

91. 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. If a General Meeting is convened on the requisition of members there shall not be less than Sixty (60) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than Forty (40) members present and entitled to vote.

92. 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 at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed twenty-one (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.

93. 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 Chairman. 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 Chairman 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 Chairman of the meeting.

94. (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.

(b) A poll may be demanded by:

(i) the Chairman; or

(ii) at least five (5) members present and entitled to vote.

95. Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

96. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book 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.

97. (a) If at any General Meeting 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 Chairman 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 Chairman or on a question of adjournment shall be taken forthwith

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

98. The Chairman of a General 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 any 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.

99. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such Minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

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

101. 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.

101(A).(a) The Board shall cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.

(b) The Board shall within forty-eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous place on the Club's Notice Board for a continuous period of not less than twenty-eight (28) days.

102. (a) The Board shall, not less than twenty-one (21) days before each Annual General Meeting and, in any event, within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2 M.3 of the Act.

(b) In accordance with section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of March immediately prior to the Annual General Meeting:

(i) the financial report of the Club;

(ii) the directors' report; and

(iii) the auditor's report on the financial report.

103. The financial year of the Club shall commence on the first day of April and end on the last day of March in each year or such other period as having regard to the Act, the Board may determine.

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

105. (a) 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.

(b) 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 Auditors nominated.

(c) 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.

(d) 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.

TREASURER

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

GENERAL MANAGER / SECRETARY

107. At any time there shall only be one (1) General Manager/Secretary of the Club who shall be appointed by the Board.

NOTICES

108. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution.

109. 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.

110. 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.

110(A)(d) Notice of every General Meeting shall be given in the manner provided for by this Constitution to the Auditor for the time being of the Company.

INDEMNITY OF OFFICERS

111. Every officer (as defined in Section 241(4) of the Act) of the Club and every auditor of the Club 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.

CONSTITUTION/GENERAL

112. 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 Company 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.

113. The Constitution may be altered or amended at a General Meeting of which due notice has been given to members of the Club. 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 voting at the said meeting.

114. A copy of the Constitution of the Club shall be supplied to a member on request being made to the General Manager/Secretary of the Club on payment of any reasonable fee that may be prescribed by the Board.

115. The Company Seal (if kept) may be used in such manner and under such circumstances as determined by the Board. It shall not be compulsory for the Club to maintain a Seal.

ADDITIONAL BY-LAWS

By-Laws are "resolutions of the Board that are effective as of the date that they are displayed on the Club notice board".

(the numbering of any By-Laws may be changed to fit with other By-Laws without the need for any resolution to change such numbering)

1. The requirements for eligibility of persons for election to the following classes of membership shall be:

   (a) Weekend Playing Members

   Persons who have attained the age of eighteen (18) years and who are elected as Weekend Playing Members of the Club or transferred by the Board from another class of Ordinary membership to Weekend Playing membership of the Club.

   (b) Intermediate Playing Members

   Persons who are over the age of eighteen (18) years and under the age of twenty one (21) years who are elected by the Board to Intermediate Playing Membership of the Club.

   (c) Junior Playing Members

   Persons who are over the age of fifteen (15) years and under the age of eighteen (18) years who are elected by the Board to Junior Playing Membership of the Club.

   (d) Sub-Junior Playing Members

   Persons who are over the age of thirteen (13) years and under the age of fifteen (15) who are elected by the Board to Sub-Junior Playing Membership of the Club.

   (e) Cadet Members

   Persons who are over the age twelve (12) years and under the age of thirteen (13) years who are elected by the Board to Cadet Membership of the Club.

   (f) Country Playing Members

   Persons who have attained the age of eighteen (18) years and whose usual place of residence is in New South Wales beyond a radius of fifty (50) kilometres from the Club House and who are elected as Country Playing Members or transferred by the Board from another class of Ordinary membership to Country Playing membership of the Club. A country member can only play in twenty (20) events during the year and cannot compete in any Major Events.

PENSIONER DISCOUNT

2. Full Playing Members of the Club of at least ten (10) years standing who are recipients of the FULL age pension may be granted by the Board a discount on the annual subscription, entrance fee and/or any other fees and levies. Onus of proof of pension lies with the applicant.

MEMBERSHIP CLASS

3. Persons who at the date of Resolution adopting this constitution are entered in the Register of members in the class appearing in the left hand column hereunder headed “Present Class” shall be transferred on and from the date of that Resolution to the corresponding class of member appearing hereunder in the right hand column headed “New Class”.

Present Class	New Class
Ordinary Members	Full Playing Members
Pensioner Members	Full Playing Members (Pensioner discount)
Weekday Members	Weekday Playing Members
Intermediate Playing Members	Intermediate Playing Members
Junior Members	Junior Playing Members
Sub-Junior Members	Sub-Junior Playing Members
Cadet Members	Cadet Playing Members
Country Playing Members	Country Playing Members
Associate Members	Associate Playing Members
House Members/Social	Social Members
Corporate Nominee Members	Corporate Nominee Members