

**Corporations Act**  
A public company limited by guarantee and  
not having a share capital

**RULES  
OF  
NAROOMA GOLF CLUB LIMITED**  
ACN 001 008 797

**(2016)**

**DEFINITIONS**

1. In these Rules unless there is something in the subject or context inconsistent therewith:

**"the Act"** means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. 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 Rules become binding on the Club shall have the meaning so defined.

**"the Board"** means the members for the time being of the Board of Board members of the Club constituted in accordance with these Rules.

**"By-Laws"** shall mean and include rules.

**"Chief Executive Officer"** includes Acting Chief Executive Officer and Chief Executive Officer Manager.

**"Full Member"** in relation to the Club shall mean a person who is an Ordinary member or Life member of the Club.

**"Gaming Machines Act"** means the Gaming Machines Act 2001 and any Regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing,

amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

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

**"Liquor Act"** means the Liquor Act 2007 and any Regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

**"month"** except where otherwise provided in these Rules means calendar month.

**"officers"** include the President, Vice Presidents, the Captain, the Honorary Treasurer and members of the Board but does not include the Auditor.

**"Ordinary Member"** means a person who is elected to membership of the Club in accordance with these Rules.

**"Registered Clubs Act"** means the Registered Clubs Act 1976 and any Regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation."

**"Special Resolution"** means a resolution that in accordance with the Act that:

- (a) is passed at a meeting of the Club, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (b) is passed at a meeting referred to in paragraph (a) by a majority of at least three quarters of such members of the Club as, being entitled to do so, vote in person at that meeting.

**"the Club"** means Narooma Golf Club Limited (ACN 001 008 797).

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

**"the Constitution"** means the Memorandum of Association and these Rules.

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

## **FINANCIAL MEMBERS**

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 expiration of 30 days from the date the member's subscription or any part thereof payable on that date remains unpaid; or
  - (b) if any money (other than subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of 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.

## **INTERPRETATION**

3. The following interpretation shall apply:
  - (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
  - (b) Headings are not part of these Rules and shall not effect their meaning.
  - (c) A decision by the Board on the construction or interpretation of the Memorandum of Association, or these Rules, or on any By-Laws of the Club made pursuant to these Rules or on any matter arising thereout, 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.

## **PRELIMINARY**

4. Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in these Rules.
5. The Club is established for the purposes set out in the Memorandum of Association.
6. The Club shall be a non-proprietary company.
7. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she 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 (as defined in the Registered Clubs Act) of the Club unless the benefit is not in the form of money, cheque or promissory note and is the subject of a current authorisation given by a general meeting of the members prior to the benefit being provided.
8. Subject to the provisions of Section 10(7) 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 licence.
- 8B. Subject to Rule 8C nothing in this Constitution shall prevent the payment:
  - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
- (d) of reasonable and proper rent for premises demised or let by any member to the Club.

8C A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
- (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

- 9. The Chief Executive Officer or Manager or any employee or 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 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
- 10. 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.
- 11. 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.
- 12. 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 or 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 of the Registered Clubs Act.
- 13. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

14. A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- 14A. Subject to Section 73(2)(b) 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.
- 14B Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## **MEMBERSHIP**

15. Deleted.
16. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior Playing Member.
17. The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) percent of all Full members of the Club.
18. A person shall not be admitted to membership of the Club except as an Ordinary member, a Life member, Honorary member, Temporary member, or Provisional member.
19. Each class of membership is open to both sexes.

## **ORDINARY MEMBERSHIP**

20. Ordinary members shall include the following classes:
  - (a) Full Playing members – members who when elected are entitled to all the privileges of the Club and who may nominate the Club as their home club for AGU and WGU handicap purposes – conditional pensioner entitlement concession available for members who joined the Club prior to 1 October 1995 and maintain continuous membership.

- (b) Playing Members – members who reside permanently outside the area covered by the 2545 and 2546 postcode and whom when elected are entitled to all privileges of membership of the Club but are not entitled to nominate the Club as their home club for AGU and WGU handicap purposes. The Board may from time to time limit the participation of Playing Members in golf competitions.
- (c) Social members – any person who has attained the age of eighteen (18) years and who is elected as a Social member. A Social member when elected shall enjoy full use of the clubhouse and privileges thereof but shall not be eligible to take part in any game played outside the clubhouse except under conditions as determined by the Board from time to time.
- (d) Such other classes of Ordinary Members as the Board shall from time to time determine.
- (e) Persons who are listed as Full Playing members, Playing members, or Social members in the Register of Members at the date of the Special Resolution adopting these Rules shall remain in those respective categories of membership.

## **JUNIOR PLAYING MEMBERSHIP**

21. (a) Any person under eighteen (18) years of age who satisfies the Board that he or she will, if elected to membership, take an active part in the sporting activities of the Club on a regular basis, may be admitted as a Junior Playing Member of the Club.
- (b) If the person is not the son or daughter of a Full Playing member or a Life Member, the Club must receive a written undertaking by a Full Playing member that he or she will be responsible for the annual subscription and good behaviour of such Junior Playing member.
- (c) Junior Playing members shall have the privilege of playing of the links or parts thereof subject to such conditions and restrictions as the Board may from time to time impose.

- (d) Junior Playing members shall not participate in the management of the Club but shall be entitled to use such portions of the Club house as the Board may from time to time determine but no liquor shall be sold or supplied to any Junior Playing member.
- (e) Upon attaining the age of eighteen years, a Junior Playing member shall either cease to be a member of the Club or be nominated for election as an Ordinary member. Any Junior Playing member so nominated shall be entitled to be submitted in priority to other candidates for election and if admitted, as an Ordinary member shall pay an entrance fee and annual subscription as the Board may from time to time determine.

### **LIFE MEMBERSHIP**

- 22. Any Full Playing member, Playing member or Social member who has rendered long or meritorious service to the Club may be elected to Life membership of the Club by resolution carried by a majority of Ordinary members present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board except that not more than two members shall be made Life members in any one year.
- 23. A person elected as a Life member shall be relieved from payment of any subscription of levies but shall have all the rights and privileges of the class of membership held immediately prior to election to Life membership.

### **RIGHTS OF MEMBERS**

- 24. Financial Full Playing members and subject to Rule 23 Life members shall have the right to vote at all General Meetings of the Club including any Special Resolution to amend the Club's Memorandum of Association or these Rules.
- 25. Subject to Rule 64, Financial Full Playing members and subject to Rule 23 Life members only shall have the right to stand for election to the Board. Financial Full Playing members and Life members only shall have the right to nominate or second any candidate for election to the Board.



26. Life members, Financial Full Playing members, Financial Playing members and Financial Social members shall have the right to attend and vote in the election of the Board or any member of the Board.
27. Each member who is entitled to vote has one vote, but cannot vote by proxy. Entitlement to vote does not mean that there is a requirement to vote.
28. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

### **HONORARY MEMBERS**

29. A person shall not be admitted as an Honorary member of the Club unless that person is admitted in accordance with the provisions of these Rules.
30. The following may in accordance with the procedures established by the Board be made Honorary members of the Club:
  - (a) The patron or patrons for the time being of the Club;
  - (b) Any prominent citizen or local dignitary visiting the Club for some special occasion.
31. An Honorary member shall be entitled only to the privileges of the Club as may be determined from time to time by the Board and shall not have the right to stand for election to the Board or to vote at any meeting of the Club. Honorary members, when so authorised by the Board, may introduce guests to the Club.
32. Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
33. The Board shall have the power to cancel the membership of any Honorary member without notice and without assigning any reason therefore.
34. When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:

- (a) the name in full of the Honorary Member;
- (b) the residential address of the Honorary Member;
- (c) the date on which Honorary membership is conferred;
- (d) the date on which Honorary membership is to cease.

## **TEMPORARY MEMBERS**

35. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
- (b) A Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
- (c) A Full Member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
- (d) Any interstate or overseas visitor.

36. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;

(b) Temporary members shall not be entitled to vote at any meeting of the club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the club in any way;

- (c) Temporary members shall not be entitled to introduce guests into the Club other than a minor in accordance with Rule 60;
- (d) The Chief Executive Officer, any Board member or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (f) No person who is under suspension or who has been expelled from membership of the Club may be admitted as a Temporary member.
- (g) When a Temporary member (other than a Temporary member admitted pursuant to Rule 35(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted.
  - (iv) the signature of the Temporary member.

## **PROVISIONAL MEMBERSHIP**

- 37. Every person who has lodged with the Chief Executive Officer a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 38. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Chief Executive

Officer or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.

39. Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

### **TRANSFER OF MEMBERSHIP**

40. The Board, at its discretion, may on the written application of a member who has the qualifications for another category of membership transfer that member to that category of membership of the Club upon payment of the difference between the subscription and entrance fee (if any) for his / her current membership category and the subscription and entrance fee (if any) for the category to which application for membership has been made.

### **ABSENTEE LIST**

41. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of these Rules 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**

42. A person shall not be admitted as a member of the Club other than as an Honorary member, Temporary member, or Provisional member, unless that person 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 those Members present and voting at that meeting are to be recorded by the Chief Executive Officer of the Club. Should any person who has been previously expelled from the Club make application for membership of the Club then that application must be considered by the Board. The Board may reject any application for membership without assigning any reason for such rejection.
43. Every candidate for Full Playing, Playing and Junior Playing membership of the Club shall be proposed and seconded by Full Playing members or Life members of the Club.
44. A candidate of Social membership of the Club shall not need to have their application for membership signed by any members of the Club.
45. In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Rules of the Club. The form will be signed by the candidate and in the case of a nomination for Full Playing Membership and Junior Playing Membership by the proposer and seconder and shall be accompanied by the subscription appropriate for the class of membership applied for by the candidate.
46. The nomination form shall be deposited at the office of the Club and the Chief Executive Officer shall cause the name and address of the candidate to be exhibited in a conspicuous place in the Club house for a continuous period of not less than one week 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 deposit at the office of the nomination form of a candidate for election and the candidate's election.

47. Upon a person being elected to membership the Chief Executive Officer shall cause a notice of such election to be promptly forwarded or posted to such person. If a candidate's application for membership is unsuccessful the Chief Executive Officer shall notify the candidate and refund any subscription paid by the candidate.
48. A copy of the Rules of the Club shall be supplied to a member on request being made to the Chief Executive Officer of the Club and if demanded by the Chief Executive Officer on payment of any fee that may be prescribed by the Act or the Board.

#### **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES**

49. The entrance fees and annual subscriptions payable by members of the Club shall in each case be such amounts as the Board may from time to time determine provided that the annual subscription shall not be less than two dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
50. The annual subscription shall be payable annually, half yearly or quarterly in advance or for more than one year in advance as may be provided by the Board from time to time. An annual subscription shall not be refundable except in exceptional circumstance and on approval of the Board.
- 51A. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 2) shall not be entitled to:
  - (a) attend at the premises of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the social or sporting activities of the Club or any Sub club without the permission of the Board;

- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) propose, second or nominate any person for membership of the Club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

51. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment pursuant to Rule 50 the Chief Executive Officer shall give to the member in default 14 days written notice within which time such entrance fee or subscription must be paid 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 shall cease to be a member of the Club and the Chief Executive Officer shall make a notation to this effect against that person's name in the Register of Members.

## **PATRONS**

52. 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 these Rules shall remain Honorary members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club.

## **ADDRESSES OF MEMBERS**

53. Members shall advise the Chief Executive Officer of the Club of any change in addresses within seven (7) days of changing their address as recorded in the register referred to in Rule 54.

## **REGISTERS OF MEMBERS AND GUESTS**

54. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club in accordance with the Registered Clubs Act. This register shall set out the name in full, the occupation and address of each Full member and the date on which the person last paid the annual fee for membership of the Club.
  - (b) A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 35c. The register for Temporary members shall set out the name in full or the surname and initials and the address of each such Temporary member and where that member has been admitted for a membership for a limited period the dates on which the period commences and ends.
  - (c) A register of persons over the age of eighteen (18) years who are guests of members. This register shall set out the name and address of the guest countersigned by the member.

#### **DISCIPLINARY PROCEEDINGS**

55. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Rules of the Club or the By-Laws thereof or be, in the opinion of the Board or any of its committees, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (a) Such member shall be notified of any charge against the member pursuant to this paragraph and of the date, time and place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's 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 and shall also be entitled to submit to the meeting written representations for the purposes of answering the charge.
- (c) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless at least a two thirds majority of the members of the Board present in person vote in favour of such a motion. The voting by the members of the Board present shall be by secret ballot.
- (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board which may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) Any decision of the Board or any of its committees on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (f) In the event that a notice of charge is issued to a member pursuant to paragraph 55(a) the Board or the Secretary independently of the Board shall have the power to suspend that member from all privileges of the Club until the charge is heard and determined or for six weeks, whichever is the sooner. Such suspension shall be notified in writing to the member concerned.

#### **MEMBER UNDER SUSPENSION**

55A. Any member whose membership is suspended pursuant to Rules 55 or 56 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

- (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
  - (g) propose, second or nominate any eligible member for Life membership.
56. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 56(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.

- (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 56(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 56(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting Rule 56(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 56(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Rule 56(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 56(a)(i), the person must not:
  - (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution 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; or
  - (ii) any employee authorised by the Secretary to exercise such power.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

57. A member may at any time by giving notice in writing to the Chief Executive Officer resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Chief Executive Officer.

58. Notice of at least one calendar month of resignation must be given previous to the expiration of any financial year otherwise such member shall be and will remain liable for the ensuing year's subscription.

## **GUESTS**

59. (a) All members other than Temporary members (except in the case of a minor) shall have the privilege of introducing guests to the Club.
- (b) On each day a member first brings a guest into the Club that member shall (unless the guest is a minor) enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended from the Club or expelled from the Club pursuant to Rule 55.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (e) The Board shall have power to make By-laws from time to time not inconsistent with these Rules or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
- (f) 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.
- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

- (i) The Chief Executive Officer, or in his / her absence, the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) any time without notice and without being required to give a reason.

60. A member may bring into the Club premises as the guest of that member a minor:

- (a) who at all times while on the Club premises remains in the company and immediate presence of that member;
- (b) who does not remain on the Club premises any longer than that member;
- (c) in relation to whom the member is a responsible adult.

61. For the purposes of Rule 60 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:

- (a) a parent, step-parent or guardian of the minor;
- (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
- (c) a person who for the time being has parental responsibility for the minor.

## **BOARD OF DIRECTORS**

62. The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of up to nine (9) Directors. The Board must comprise a President, a Senior Vice President, a Captain, a Vice Captain, a Junior Vice President, an Honorary Treasurer and may have three other Ordinary Board members.

62A. (a) With effect from and for the purposes of the Annual General Meeting to be held in 2016, the number of directors on the Board will be reduced from nine (9) to eight (8) and the Board shall comprise of a President, a Senior Vice President, a Junior Vice President, a Captain, an Honorary Treasurer and three (3) Ordinary directors. To facilitate the reduction, only two (2) directors (being the positions of Honorary

Treasurer and ordinary Board member) will be elected at the Annual General Meeting to be held in 2016 (as opposed to three (3)).

- (b) With effect from and for the purposes of the Annual General Meeting to be held in 2017, the number of directors on the Board will be reduced from eight (8) to seven (7) and the Board shall comprise of a President, a Vice President (with the position of Senior Vice President changing to Vice President), a Captain, an Honorary Treasurer and three (3) Ordinary directors. To facilitate the reduction, only two (2) directors (being the positions of President and ordinary Board member) will be elected at the Annual General Meeting to be held in 2017 (as opposed to three (3)).

63. The Board shall be elected in accordance with the Triennial Rule set out in Rules 66 – 72 in a ballot to be conducted within one week prior to the Annual General Meeting.
64. Full Playing members and Life members who reside within 25 kilometres of the Club premises only are eligible to be elected to the Board. An employee of the Club is ineligible to be nominated for or be elected to the Board of the Club.
65. No member who is unfinancial or who is under suspension shall be elected to office as a Board member or as a member of any committee. A member shall not perform duties as holder of any office or member of any committee while that member remains unfinancial or during a period of suspension.
- 65A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

## **TRIENNIAL RULE**

### 66. Interpretation

In this schedule –

**‘Annual General Meeting’** means a meeting of the members of the Club at which members of the Board are elected.

**‘Triennial Rule’** means the rule of the Club that provides for the election of members of the Board in accordance with this article.

**‘Year’** means the period between successive Annual General Meetings.

### 67. First Annual General Meeting.

The members elected to the Board at the first Annual General Meeting at which the triennial rule applies for the Board comprising of up to nine (9) members shall be divided into three groups as follows:

- (a) Group 1 – President, Junior Vice President and Board member.
- (b) Group 2 – Captain, Senior Vice President and Board member.
- (c) Group 3 – Honorary Treasurer, Vice Captain and Board member.

### 68. Unless otherwise disqualified the members of the Board shall hold office;

- (a) In group 1 for one (1) year,
- (b) In group 2 for two (2) years, and
- (c) In group 3 for three (3) years

In each case until the end of the Annual General Meeting at which their successors are elected.

### 69. Subsequent Annual General Meetings.

At each Annual General Meeting while the Triennial Rule is in force (other than the first such meeting) the number of members required to fill vacancies on the Board shall be elected and shall unless otherwise disqualified, hold office for three (3) years.

70. Casual Vacancies.

A person appointed to fill a casual vacancy on the Board shall, unless otherwise disqualified hold office until the end of the next succeeding Annual General Meeting.

71. The vacancy arising at the end of the Annual General Meeting pursuant to Rule 70 shall be filled by election at an Annual General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy.

72. Re-election.

A person whose term of office as a member of the Board under the Triennial Rule expires is not for that reason ineligible for election for a further term.

73. Revocation of the Triennial Rule.

The Triennial Rule shall only be revoked by a resolution of members and decided upon at a general meeting, such a Special resolution to also include the new arrangements for election of the Board. If the Triennial Rule is revoked, all members of the Board shall cease to hold office at the next succeeding Annual General Meeting when new elections shall take place in the manner determined at the general meeting when the Triennial Rule was revoked.

74. Notwithstanding any vacancy on the Board the members of the Board for the time being may act as the Board but if at any time there is a vacancy in the members of the Board which results in the members of the Board being fewer than seven, the Board shall within three months after the vacancy occurs appoint an eligible person to the Board to ensure that there are at least seven members of the Board.



## **ELECTION OF THE BOARD**

75. The following procedures shall apply for the election of the Board:

- (a) A nomination for the election of an eligible member to the Board shall be made in writing and signed by (2) two Full Playing Members or Life Members of the Club and by the nominee (who shall thereby signify his consent to the nomination) and shall be lodged with the Chief Executive Officer not less than fourteen (14) days before the nominated date of the ballot to elect members to the Board – this shall be the closing date for nominations. The nominations shall include the position sought on the Board by the nominee. Any currently serving Board member may nominate.
- (b) Members entitled to vote for election of the Board are Full members.
- (c) If only one candidate nominates for a particular office to be elected then that candidate shall be declared at the general meeting as elected to that office. If no candidate nominates for a particular office by the closing date for nominations, then additional nominations shall be called for at the Annual General Meeting and if;
  - (i) Only one nomination is received that person shall be declared elected to the particular office, or
  - (ii) If more than one nomination is received then a ballot of members present shall determine which of the nominees is elected to the particular office. Voting shall be voluntary and the ballot will be determined on the ‘first past the post’ system. In the event of an equality of votes in favour of two or more candidates then the chairman of the meeting shall draw lots between the candidates to decide who shall be elected. Nominations in this circumstance shall be made as per Rule 75(a).
- (d) If more than one nomination is received for a particular office by the closing date for nominations then an election by ballot shall be held for the particular office at the

Clubhouse during the seven (7) day period prior to the Annual General Meeting at such times as may be determined by the Board of the Club.

76. Procedures for the conduct of elections shall be as follows:
- (a) The Board shall appoint a Returning Officer to take charge of any such ballot or ballots and not less than two Assistant Returning Officers who shall also act as scrutineers of the ballot or ballots. Neither Returning Officers nor Assistant Returning Officers shall be candidates in the election or proposers or seconders of any candidate in the election.
  - (b) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting.
  - (c) The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning Officers.
  - (d) A member of the Club entitled to vote shall record a vote by placing a tick or cross next to the name or names of the candidate or candidates for whom the member wishes to vote. Voting shall be voluntary.
  - (e) The Returning Officer shall give to each Assistant Returning Officer reasonable notice of the time and place of the counting of the ballot papers and the counting shall be carried out in such a manner that the secrecy of the ballot shall be maintained and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.
    - (i) The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed.
    - (ii) The decision of the Returning Officer as to the validity of any ballot paper shall be final.

- (iii) After the ballot papers have been examined they shall be counted and the candidate for each office with the highest number of votes shall be elected.
- (iv) All ballot papers and records of counting shall be retained in a safe place until the next succeeding Annual General Meeting.
- (f) If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the Assistant Returning Officers, shall determine by lot the candidate or candidates who is or are to be elected.
- (g) After the Returning Officer has reported the result of the ballot to the Chairman of the Annual General Meeting the Chairman shall forthwith announce the candidate or candidates elected.

## **POWERS OF THE BOARD**

77. The Board shall be responsible for the management of the business and affairs of the Club.
78. 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 Rules and to any amendments thereof provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers herein before 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 Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit provided that such committee or committees shall consist of at least three members and the Board 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 Chairman 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 comprising of three 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 rules or By-Laws not inconsistent with the Rules 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 Rules 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 conduct of members;
  - (v) the management and control of play and dress on the links;
  - (vi) the upkeep and control of the links;
  - (vii) the control and management of all competitions;

- (viii) the privileges to be enjoyed by each category of members;
  - (ix) any fees or charges to be levied for the use of the facilities or amenities of the Club;
  - (x) the relationship between members and Club employees; and,
  - (xi) generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by these Rules is not reserved for decision by the Club in general meeting.
- (c) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
  - (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (f) To determine who 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.
  - (g) 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.
  - (h) 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 holders.

- (i) Subject to paragraph (j) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) Sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (k) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of such Chief Executive Officer and to specify and define his/her duties.
- (l) To determine the pay, salary, emoluments or other remuneration of other servants of the Club 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 these Rules.
- (n) To create sections and committees for the conduct, management and control of all or any social 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 to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of any such sections or any of them and from time to time to prepare or approve and amend 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.

- (o) To permit any sections to adopt a name distinctive of such section referred to in Rule 78 (m) (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 the Rules 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.
- (p) 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.
- (q) 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 at the Club's office for inspection by or on behalf of the Board within fourteen (14) days of written request by the Chief Executive Officer to the section or to an office holder of the section.
- (r) Subject as hereinafter provided these Rules, the 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.

- (s) To set the entrance fees and annual or other subscriptions and fees payable by all members.

- 79. Any By-law made under these Rules shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board. The Chief Executive Officer shall cause to be kept a book containing all such By-Laws giving the date of enactment. Such book to be available for perusal by all members.

#### **PROCEEDINGS OF THE BOARD**

- 80. 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. The President shall preside as Chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Senior Vice President or in his or her absence the Captain shall preside and in the event of the President, the Senior Vice President or Captain being absent or unwilling or unable to act then the Board members present may elect their own chairman. The quorum for meetings of the Board shall be five (5) members personally present.
- 81. The President may at any time and the Chief Executive Officer upon the request of not less than three (3) members of the Board convene a meeting of the Board.
- 82. Subject to these Rules, 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 equality of votes the Chairman



of the meeting shall have a second or casting vote and whenever this occurs, it shall be duly recorded in the minutes of the meeting.

83. 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 Rules 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.
84. 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.
85. 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.
- 85A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
86. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
  - (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 86(f).

- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Rules 86(a) to 86(d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **Prohibition on Directors with Material Interest from Voting**

- (f) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - (i) must not vote on the matter; and
  - (ii) must not be present while the matter is being considered at the meeting.

### **CONTRACTS WITH DIRECTORS**

87. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- (b) A “pecuniary interest” in a company for the purposes of Rule 87(a) does not include any interest exempted by the Registered Clubs Act.

## **CONTRACTS WITH SECRETARY**

- 87A. (a) Subject to Rule 88A(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
  - (i) the Secretary; or
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 88A(a) does not prevent the Club entering into a contract with any of the above persons which is:
  - (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.
- 88. (a) In accordance with Section 195(1) of the Act a Board member who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Board members of the Club:
  - (i) must not vote on the matter;
  - (ii) must not be present while the matter is being considered at the meeting;
- (b) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a Board member from the provisions of paragraph (a) of this Rule.

## **REMOVAL OF BOARD MEMBERS**

89. Subject to the provisions of these Rules the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with these Rules. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Sections 203D and 203E of the Act shall be followed in relation to that meeting.

## **VACANCIES ON THE BOARD**

90. The office of President, Senior Vice President, Captain, Vice Captain, Junior Vice President, Treasurer and three (3) other Board members shall be automatically vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act;
- (b) 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) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
- (d) by notice in writing given to the Chief Executive Officer resigns that office;
- (e) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
- (f) ceases to be a member of the Club;

- (g) fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act and these Rules;
- (h) becomes an employee of the Club;
- (i) if he or she fails to complete the mandatory training requirements for directors referred to in Rule 65A within the prescribed period (unless exempted).

90A. 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 in accordance with the Triennial Rule referred to in these Rules.

### **GENERAL MEETINGS**

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

92. (a) The Board may whenever it considers fit call and arrange to hold a General Meeting of the Club.

(b) The Board must call and arrange to hold a General Meeting of the Club on the request of:

(i) Full Playing and Life members with at least 5% of the votes that may be cast at the General Meeting; or

(ii) at least 40 members who are entitled to vote at the General Meeting.

(c) The request must:

(i) be in writing and;

(ii) state any resolution to be proposed at the meeting;

- (iii) be signed by the members making the request;
  - (iv) be given to the Club's Chief Executive Officer.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a General Meeting if the Board do not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Rule 92 must be called in the same way - so far as is possible - in which General Meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the Board members of the Club. However, a Board member is not liable for the amount if he / she or they prove that all reasonable steps were taken to cause the Board to comply with this Rule 92. The Board members who are liable are jointly and individually liable for the amount. If a Board member who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the Board member.
93. (a) At least 21 days notice must be given of the Annual General Meeting and of any General Meeting of the members of the Club.

- (b) A notice of a General Meeting of the Club's members must:
  - (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a Special Resolution is to be proposed at the meeting - set out an intention to propose the Special Resolution and state the resolution;
- (c) A copy of a notice of a General Meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 94. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act and to elect in the manner herein before provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
- 95. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

96. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) Full Playing and Life members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 40 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
97. (a) If the Club has been given notice of a resolution under Rule 96, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself;



- (e) The Club need not give notice of the resolution:
  - (i) if it is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
  
- 98. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
  - (i) a resolution that is proposed to be moved at a general meeting; or
  - (ii) any other matter that may be properly considered at a general meeting;
  
- (b) The request must be made by:
  - (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 40 members who are entitled to vote at the meeting.
  
- (c) The request must be:
  - (i) in writing; and
  - (ii) signed by the members making the request; and
  - (iii) given to the Club.
  
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
  
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club;

- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

99. A general meeting of the members of the Club must be held for a proper purpose.

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

101. No business shall be transacted at any general meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all general meetings and at all Annual General Meetings shall not be less than thirty (30) Full Playing and Life members.
102. If within thirty (30) 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.
103. 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 the meeting or is unwilling or unable to act then the Senior Vice President or in his absence the Captain shall take the chair provided that if the Senior Vice President or Captain is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to chair the meeting.
104. Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) 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.
105. A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof;
  - (b) vote at any election including an election of a member or of the Board;
- as the proxy of another person
106. At any general meeting (unless a poll is demanded) a declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not

carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

107. 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 Chairman 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 Chairman or on a question of adjournment shall be taken forthwith. A demand for a poll may be withdrawn.
108. The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place 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 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.
109. 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 minutes shall be signed by the Chairman of the next succeeding 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**

110. 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.
111. 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.

112. (a) The Board shall not less than twenty one days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report in accordance with Section 316A of the Act to those members who request that copies of the reports referred to in sub- rule 112(b) below be sent to them.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of April immediately prior to the Annual General Meeting:
  - (i) the financial report of the Club; and
  - (ii) the directors' report;
  - (iii) the auditor's report on the financial report.
113. The Board members' report referred to in Rule 112 shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates and the names of all Board members who served during the year.
114. The financial year of the Club shall commence on the first day of May and end on the last day of April in each year or such other period as having regard to the Act the Board may determine.
115. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

## **CHIEF EXECUTIVE OFFICER**

116. At any time there shall only be one Chief Executive Officer of the Club who shall be appointed by the Board and who shall hold the Certificate of Registration of the Club and shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act. The duties of the Chief Executive Officer shall be as set out in the Club Managers (State) Award.

## **EXECUTION OF DOCUMENTS**

117. The Board must provide for the safe custody of the Seal.
118. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Chief Executive Officer.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Chief Executive Officer.
119. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

## **NOTICES**

120. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to these Rules; or

- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
121. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
122. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

## **INDEMNITY TO OFFICERS**

123. (a) Every officer (as defined in Section 9 of the Act) of the Club and every auditor of the Club may if the Board members so determine be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer or auditor in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

## **GENERAL**

124. These Rules shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in these Rules are inconsistent therewith and might prevent the Club remaining registered under the provisions of the said Act they shall be inoperative and have no effect.

#### **AMENDMENT OF RULES**

125. The Memorandum of Association and these Rules may be amended only by a resolution passed by a three-quarters majority of Life members subject to Rule 23 and Financial Full Playing members who are present and voting at a General Meeting, being a meeting of which at least twenty-one (21) days' written notice specifying the intention to propose a resolution as a Special Resolution has been given in accordance with the Act.



**NAROOMA GOLF CLUB LIMITED**  
**ACN 001 008 797**

**RULES**

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