

TATHRA BEACH



**COUNTRY CLUB
LIMITED**

ABN: 47 001 274 004

**CONSTITUTION
(Objects and Rules)**

2016

(As amended by AGM 11.12.2016)

**CONSTITUTION
OF
Tathra Beach Country Club Limited**

OBJECTS

1. The name of the company (herein called “the Club”) is Tathra Beach Country Club Limited.
2. The registered office of the Club shall be 1 Andy Poole Drive, Tathra.
3. The objects for which the Club is established are:
 - (a) To provide, maintain, alter and improve golf links, tennis courts, playing fields and a clubhouse and such buildings, sporting facilities and amenities as may be considered necessary, expedient or convenient for Club purposes and for the recreation and accommodation of members and their guests.
 - (b) To conduct, promote and encourage the game of golf and such other sports, games and amusements as the Club may deem expedient.
 - (c) To promote and support such charities, organizations and appeals as the Club may decide to promote or support.
4. The Club may in furtherance of its objects exercise all such powers as it shall deem necessary including but without limiting the foregoing all or any of the following powers:
 - (a) To purchase, take on lease or in exchange, hire or otherwise acquire any property real or personal or any interest therein.
 - (b) To give, sell, convey, transfer, lease, assign, mortgage, charge, give in exchange, dispose of, manage or otherwise deal with all or any of the property real or personal of the Club provided that any property held by the Club subject to any trust shall only be dealt with in accordance with the trust or otherwise as the law may permit and provided that no portion of the premises of the Club which is covered by a license under the Liquor Act, the Registered Clubs Act or any amendment or replacement thereof, shall be leased without the consent of the Licensing Authority.

- (c)** To construct, provide, maintain, demolish or alter buildings, playing areas, facilities and grounds, and other conveniences and works necessary or conveniences and works necessary or convenient for the purposes of the Club and the enjoyment and amenity of the members and to permit the same to be used by members and other persons either gratuitously or for payment provided that no portion of the premises of the Club which is covered by the License under the Liquor Act and the Registered Clubs Act, or any amendment thereof shall be used by any person other than members and their guests.
- (d)** To borrow or raise any money on such terms as to interest and otherwise as the Club may think fit and to give security for the same by the issue of bonds, bills of exchange, promissory notes, mortgages or debentures charged upon all or any part of the property of the Club and to purchase, redeem, or pay off such securities.
- (e)** To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants or other negotiable or transferable instruments.
- (f)** To invest and deal with the funds of the Club in upon such securities and investments and in such a manner and upon such terms and conditions as may from time to time be determined and vary, transpose and realise such securities and investments from time to time.
- (g)** To give any guarantee or enter into any bond in connection with the affairs of the Club and indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.
- (h)** To carry on the business of restaurant keepers and vendors of spirituous, malted, and other liquors, tobacco, cigarettes, cigars and any other commodity which may from time to time be required by the members and hold all such licenses and certificates as may be required for the same.
- (i)** To undertake and execute any trust or agency business which may seem to the Club conducive to the attainment of any of its objects.

- (j) To raise and collect funds by private subscription, public appeal, art union, donation or otherwise and accept any legacy, devise, bequest or gift of property whether subject to any trust or not for all or any of the objects of the Club.
- (k) To make gifts of any property of the Club to any person, organization or appeal.
- (l) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (m) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose.
- (n) To apply for, obtain and hold a certificate of registration and gaming related license or licenses under the Registered Clubs Act, Liquor Act and any other Act for the time being in force and for such purposes to appoint, if necessary or desirable, a secretary or secretary/manager or other officer or officers to act as licensee and to hold the certificate of registration or license on behalf of the Club.
- (o) To subscribe to and become a member of and co-operate with any other Club, association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the Club, if such club, association or organisation prohibits the distribution of its income and property amongst members to an extent at least as great as those imposed on the Club by Clause 5 of these Objects.
- (p) To acquire membership of and to arrange for the representation of the Club on any corporation or body formed for the purpose of promoting the interests of clubs.
- (q) To engage or appoint with or without remuneration, such managers, superintendents, organizers, secretaries, organizing secretaries, minute secretaries, secretary/managers, accountants, solicitors, employees of all kinds and others as may be necessary for the proper working,

administration or carrying on of the Club and terminate any such engagement or appointment.

(r) To make payments by way of assistance, sustenance or scholarships to members.

(s) To do all such other lawful acts, deeds, matters and things and enter into and make such arrangements as may be incidental or conducive to the attainment of the objects of the Club or any of them.

(t) To amalgamate with any club, companies, institutions, societies or associations, the objects of which shall either in whole or in part be similar to those of this Club or such as may be likely to promote or advance the interests of this Club.

5. The income and property of the Club however derived shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Nothing herein contained shall prevent the payment, in good faith, of interest at a reasonable and proper rate to any such member for moneys advanced by him to the Club or otherwise owing by the Club to him or remuneration of any officer or employees of the Club or to any member of the Club or other person in return for services actually rendered to the Club. No member of the Board of Directors shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration shall be given by the Club to any member of such Board or Directors except as aforesaid but nothing herein contained shall be construed so as to prevent the allowance of any honorarium to any member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest as aforesaid or for hire of goods or rent for premises demised to the Club. The payment and amount of any honorarium shall be approved by the members of the Club at a general meeting. No payment or part payment of any secretary or manager or other officer or employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

6. The liability of members is limited. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up during the time that he is a member or within one year afterwards and for

payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars (\$2.00).

7. If upon 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 a club or clubs having similar objects to those of this Club.

**CONSTITUTION
OF
TATHRA BEACH COUNTRY CLUB LIMITED**

RULES OF THE CLUB

Definitions and Interpretations

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

'The Act' means the Corporations Act 2001.

'Registered Clubs Act' means the Registered Clubs Act, 1976.

'Liquor Act' means the Liquor Act, 2007.

'Licensing Authority' means the Director, NSW Office of Liquor, Gaming & Racing.

'Annual General Meeting' means the General Meeting held each year as required by the Act and this Constitution.

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

'By-Laws' means the By-Laws of the Club for the time being in force.

'the Club' means the Tathra Beach Country Club Limited.

'Member' means any person who has been duly elected in accordance with this Constitution and who has paid to the Club all joining fees and current subscription charges and other fees as required.

'Month' means calendar month.

'Notice Board' means the board provided in the Club premises on which notices for the information of members are posted.

'The Office' means the registered office for the time being of the Club, 241 Andy Poole Drive, Tathra.

'The President' means the President of the Club for the time being.

'The Register' means the register of members kept pursuant to the Act and the Registered Clubs Act.

'Authorised person' means the Secretary, a Director or an employee appointed by the Secretary to be in charge of the Club premises for the time being.

'In writing' or 'written' includes printing, lithography, facsimile, electronic mail and other modes of reproducing or representing words in a visible form.

'Secretary' includes Secretary/Manager.

Words importing the singular number only include the plural and vice versa.

Words importing the masculine gender include the feminine gender.

Reference to any statutory enactment or regulation shall mean and be construed as a reference 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.

This Constitution shall for the purposes of the Act, the Registered Clubs Act and the Liquor Act and for all purposes be deemed to be the Rules of the Club.

The headings contained herein have been inserted for convenience only and shall not define, limit, construe or describe the scope or intent of any of the Rules in this Constitution nor limit or govern the construction of this Constitution.

MEMBERSHIP

2. The number of members of the Club is declared not to exceed six thousand two hundred and fifty (6,250) and not less than one hundred (100), but the Club may from time to time vary the number of members as authorised by the Licensing Authority.

CLASSIFICATION

3. The Club shall consist of the following classes of membership:-
 - (1) Ordinary Members - (a) Full Members;
(b) Life Members;
(c) Social Members;
(d) Junior Members.
 - (2) Provisional Members.
 - (3) Honorary Members.
 - (4) Temporary Members.

ELIGIBILITY

4. The persons eligible for the various classes of membership are:-
 - (1)(a) FULL MEMBERS – Persons over the age of eighteen years wishing to have full use of the Club’s facilities including the use of the golf course, tennis courts or any other outdoor facility as expressed by the Board and having been elected in accordance with the procedure established by the Board and this Constitution and upon payment of any joining fees, the appropriate annual subscription and such other fees as may be required for participation in a particular sport or activity.

(Amended AGM 11.12.2016)

(b) LIFE MEMBERS – *The number of Life Members be restricted to no more than fourteen (14) at any one time. Any Full Member who in the opinion of the Board, by a simple majority of those present and voting, has rendered outstanding service to the Club, and who is elected to Life Membership by a majority of at least three fourths of the votes cast at the Annual General Meeting of the Club to which such election has been recommended by the Board. A Life Member shall not be liable to pay any joining fees or annual subscription and will be entitled to all the privileges of a Full Member.*

(c) SOCIAL MEMBERS - Persons over the age of eighteen years wishing to have full use of the Club's facilities ***EXCLUDING*** use of the golf course, tennis courts or any other outdoor facility as expressed by the Board, and having been elected in accordance with the procedure established by the Board and this Constitution and upon payment of any joining fee and the appropriate annual subscription.

(d) JUNIOR MEMBERS - Persons over the age of ten years and under the age of eighteen years who are actively engaged in playing any sport sponsored by the Club may be admitted as Junior Members in accordance with the procedure established by the Board and this Constitution for this class of membership and upon payment of the joining fee and the annual subscription as set by the Board.

- (i) Junior Members shall have the privilege of full use of the Club's facilities including use of the golf course, tennis courts or any other outdoor facility as expressed by the Board and subject to such conditions and restrictions as the Board may from time to time impose.
- (ii) Junior members shall not participate in the management of the Club or vote at any meeting of the Club but shall be entitled to use such portions of the club house as authorised by the Licensing Authority and the Board may from time to time determine, but no liquor shall be sold or supplied to any Junior Member.

- (iii) Upon a Junior Member attaining the age of eighteen years he shall cease to be a member of the Club and must nominate for election as a Full Member or a Social Member. Any Junior Member so nominated and admitted as a Full Member shall pay the full joining fee as determined by the Board and proportionate part of the annual subscription applicable to Full Members for the then current year, *provided that*, if the Junior Member shall have completed at least three consecutive years as a Junior Member then the joining fee and any other fee applicable to Full Members may be waived by the Board.

(2) PROVISIONAL MEMBERS - Persons who have applied for membership of the Club and have paid the appropriate joining fee and annual subscription for that class of membership and are awaiting a Board decision on the application.

- (i) 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 application form with the Secretary 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 any joining fees and annual subscription submitted with the application shall be forthwith returned to that person.
- (ii) Provisional Members shall be entitled to use such facilities and amenities of the Club as the Board may determine 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 to participate in the management business and affairs of the Club in any way.

(3) HONORARY MEMBERS - The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:

- (i) The patron of the Club, for the time being.
- (ii) Any prominent citizen or local dignitary visiting the Club.
- (iii) Honorary Members shall be entitled to only the social facilities and amenities of the Club and shall not be

entitled to attend or vote at any meeting of the Club, nominate 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.

- (iv) When Honorary Membership is conferred on any person there shall be entered on the Club's Register of Honorary Members, the full name or the surname and initials and address of each Honorary Member together with the date the Honorary Membership is conferred and the date it is to cease.
- (v) Honorary Members shall not be liable to pay joining fees or annual subscription.

(4) TEMPORARY MEMBERS - The following persons, in accordance with procedures established by the Board, may be made Temporary Members of the Club:-

(a) A person whose ordinary place of residence is in New South Wales and is within a radius of five (5) kilometers from the premises of the Club is not eligible for admission as a temporary member of the Club unless the person is:

- (i)** a member of another registered club with similar objects to those of this Club; or
- (ii)** a full member of any other registered club or any interstate club, who, at the invitation of the governing body or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organized sport or competition 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.

(b) Persons admitted as Temporary Members of the Club in accordance with this Constitution may be admitted as temporary members of the Club for a period of up to, but not exceeding, seven (7) consecutive days or such longer period as may be approved by the Licensing Authority in relation to the Club.

(c) Temporary Members shall not be required to pay a joining fee or annual subscription and 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.

(d) A Director, Secretary or Authorised Employee of the Club may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.

(e) The Club's Temporary Members Register shall have entered in it, (subject to the provisions of the Registered Clubs Act) when a Temporary Member first enters the Club premises on any day, the full name or surname and initials and the address of the Temporary Member together with his signature.

TRANSFER OF MEMBERSHIP

5. The Board may on the written application of a Full Member or Social Member (subject to payment by the member of any additional joining fee, annual subscription or other fee) transfer that member from Full Member to Social Member or vice-versa. Any member so transferred shall not be entitled to any refund or reduction of any joining fee, annual subscription or other fee paid by or payable by him for the then current financial year.

APPLICATION FOR MEMBERSHIP

6. Every applicant for membership shall complete and sign the application form as determined by the Board and have it signed by two proposers, who shall be Ordinary Members (other than Junior Members) as set out in this Constitution and lodge it with the Secretary, and provide identification and proof of age, if necessary, together with any joining fee, annual subscription or other fee as set by the Board for that class of membership.

NAMES OF APPLICANTS TO BE DISPLAYED ON NOTICE BOARD

7. The names and addresses of all applicants for membership other than honorary or temporary membership shall be displayed on the Notice Board

of the Club before their election for a period of at least two weeks and an interval of not less than two weeks shall elapse between the application and the election of any member, other than honorary and temporary members, to permit any objection to be lodged with the Board.

BECOMING A MEMBER

8. Election to membership shall be by a simple majority of the Board at a meeting duly convened and the Board may reject any application for membership without assigning any reason for such rejection.
9. On the election of a member the Secretary shall give the member notice as to the result by mail, telephone or personally. The member so elected shall be bound by the Constitution and By-Laws of the Club from time to time and the Secretary shall make it known to the member that a copy of the Constitution and By-Laws of the Club is available for inspection on request.

RESTRICTIONS ON PERSONS UNDER THE AGE OF EIGHTEEN YEARS

10. No person under the age of eighteen years:-

- (a) may become a member of the Club except as a Junior Member;
- (b) shall use or operate or be allowed to use or operate poker machines on the Club premises;
- (c) shall be sold or supplied with liquor on the Club premises.

RESIGNATION

11. A member may at any time, by notice in writing to the Secretary, resign his membership of the Club but shall continue to be liable for any joining fee or annual subscription or other fee as determined by the Board, and any arrears due and unpaid at the date of resignation and for any contribution payable on the winding up or dissolution of the Club.

SUSPENSION OR EXPULSION OF MEMBERS AND OTHERS FROM CLUB PREMISES

12. Any member of the Board, the Secretary or his delegated officer or any authorised person shall have the power to suspend any member from membership of the Club and may remove or cause to be removed from the Club premises any such member or other person:-

- (a) who is at the time intoxicated, violent, quarrelsome or disorderly or
- (b) whose presence on the licensed premises renders the licensee liable to a penalty under the Liquor Act or any other Act, or
- (c) who is guilty of an offence as outlined in **Rule 22 ‘Offences’** in this Constitution, or
- (d) who smokes, within the meaning of the Smoke-Free Environment Act 2000, while on any part of the licensed premises that is a smoke-free area within the meaning of that Act, or
- (e) who uses, or has in his possession, while on the licensed premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug, or
- (f) whom the authorised person, under the conditions of the license or according to a term of a local liquor accord, is authorised or required to refuse access to the licensed premises.

For the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a member or person out of licensed premises.

Any suspension of membership pursuant to this Rule shall remain in force until the next available Board meeting only and the Secretary shall make a written report of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed.

13. The Board shall exercise its right to reprimand, suspend or expel any member who was subject to the provisions of **Rule 12** without notice to the member of such resolution. However, such member shall be notified within fourteen days as to the Board’s decision and be given the opportunity to

appeal this decision within fourteen days of the dated notice. On receipt of a written appeal the President or Secretary will at the next scheduled meeting of the Board or any meeting convened for that purpose request the attendance of the member to consider the appeal.

14.A member who refuses or neglects to comply with any of the provisions of this Constitution and the By-Laws of the Club or who shall, in the opinion of the Board, be guilty of any conduct deemed by the Board to be unbecoming of a member or prejudicial to the interests of the Club or who shall incur any debt to the Club and fail to discharge such debt upon request in writing by the Secretary may by resolution of the Board be reprimanded or suspended for such period as the Board thinks fit or be expelled from the Club and such resolution need not state the grounds, facts or opinions on which it is based provided that :-

(a) Such member shall be notified in writing at least fourteen days before the meeting at which such resolution is moved, of the date, time and place of such meeting and of the intention to move such resolution, and be invited to attend such meeting there to give orally or in writing such explanation or defence as he may think fit, however, if the member fails to attend such meeting or present any written information to the Board for consideration then the Board may decide on the evidence before it, in the absence of the member and/or his written submission.

(b) Any resolution under this Rule shall require for its passage the affirmative vote of the simple majority of those present and voting and the decision of the Board shall be final.

15.If after a period of twelve months after expulsion, an expelled member desires to apply for admittance as a member he must apply to appear before the Board before consideration will be given to any such application for membership. The Board may reject any such application without assigning any reason for such rejection.

16.No member against whom a charge has been made or in respect of whom there has been moved or is proposed to be moved a motion for reprimand, suspension or expulsion or who has been reprimanded, suspended or expelled shall be entitled to commence or prosecute any action or legal proceedings for defamation against any member or employee of the Club who makes any such charge or moved or proposed to move any such motion or who reprimanded, suspended or expelled such member or who gave

evidence (orally or in writing) or exercised any power or duty as a member of the Board or officer or employee of the Club. It being a condition of membership of the Club that all complaints, charges, notices, letters, evidence and other matters arising or incidental to any complaint or charge and the hearing and determination thereof and all proceedings and utterances at General and Board Meetings held in connection therewith shall be absolutely privileged and protected accordingly. Should any action or legal proceedings be taken as aforesaid this Rule may be pleaded as an absolute bar thereto provided that this Rule shall not protect any person against the legal liability (if any) for making, with express malice, a statement false to the knowledge of such person.

DUE DATE FOR ANNUAL SUBSCRIPTION FEES

- 17.**The membership year of the Club shall commence on the first day of January and all fees and subscriptions shall be payable annually in advance.
- 18.**On the 31st day of January in each year the Secretary shall notify in writing all members who have not paid their annual subscription for the ensuing year and in such notice he shall draw the attention of members to the provisions of **Rule 19** of this Constitution.
- 19.**If any member fails to pay his annual subscription by the last day of February in the current year, his name shall be removed from the register of members and he shall cease to be a member of the Club.

RESTORATION OF MEMBERSHIP

- 20.**Any member whose name has been removed from the register of members under the foregoing Rule may not be re-admitted to membership unless he makes a fresh application for membership and is elected in the manner herein provided for election of new members.

FORFEITURE OF RIGHTS AS A MEMBER

- 21.**Every person ceasing to be a member of the Club whether by resignation, expulsion, death, default in payment of fees or subscriptions or otherwise shall forfeit all rights to any claim upon the Club and its assets and shall lose all privileges of membership.

OFFENCES

22.It shall be an offence for any member or guest to :-

- (a)** introduce to the Club any guest not permitted by this Constitution, the Registered Clubs Act or the Liquor Act;
- (b)** be intoxicated on the Club premises or to supply liquor to an intoxicated Member or guest on the Club premises;
- (c)** use objectionable or obscene language;
- (d)** damage Club property;
- (e)** remove Club property without proper authority;
- (f)** enter or remain on Club premises at unauthorised times;
- (g)** disobey the lawful instructions of any Director or the Secretary or authorised officer as to his conduct on the Club premises;
- (h)** contravene this Constitution or the By-Laws of the Club;
- (i)** be guilty of conduct which in the opinion of the Board is offensive to any member of the Club or prejudicial to the good order of the Club or to the comfort or welfare of any member of the Club;
- (j)** introduce gambling on Club premises;
- (k)** take liquor away from Club premises without proper authority;
- (l)** bring liquor onto Club premises without permission;
- (m)** sell or supply liquor to any person under eighteen years of age.

ADDRESS OF MEMBERS FOR NOTICES

23. Every member shall notify the Secretary in writing of any change of address and the latest address so notified shall be deemed to be the registered address of the member for the purpose of giving notices.

REGISTERS TO BE KEPT

24. The Secretary shall keep on the Club premises the following registers:-

- (a)** A register of members setting out the names in full, occupation and address of each member, the class of membership to which he belongs and the date of the latest payment of annual subscription and the current club badge number or card number issued to such member.
- (b)** A register in which the Secretary shall enter or cause to be entered the full name or surname and initials and address of honorary or temporary members admitted to the Club together with their signature and the date of admission.
- (c)** A member of the Club shall have entered in the register kept for that purpose on each occasion on any day on which a person of or above the age of eighteen years enters the premises of the Club as a guest of that member, the name in full or the surname and initials and the address of that guest, the date of that day and the signature of that member.

GUESTS OF MEMBERS

25. A guest shall not be admitted to or supplied with liquor on the Club premises unless on the invitation and in the company of a member and a guest must remain in the company of the member and leave the Club premises when the member leaves.

FINANCIAL YEAR FOR ACCOUNTS

26. The financial year of the Club shall commence on the first day of September of each year and end on the last day of August the following year.

ACCOUNTS

27.The Board shall cause correct and proper accounts and records to be kept showing the financial affairs and all other transactions of the Club in accordance with the Act, the Liquor Act and the Registered Clubs Act and showing in particular and without limiting the generality thereof:-

- (a) All sums of money received and expended by the Club and the matters in respect of which such moneys are received and expended.
- (b) All purchases and sales of goods by the Club.
- (c) The assets and liabilities of the Club.
- (d) The Board shall, once in every year, cause to be prepared a balance sheet of the assets and liabilities of the Club as at the end of the previous financial year of the Club and an income and expenditure account for that financial year.
- (e) The books and accounts shall be kept at the registered office of the Club and shall always be open for inspection by the Board and on request, upon giving reasonable notice, by any member of the Club who is entitled to vote at any meeting of the Club.

AUDIT AND AUDITORS

28.An Auditor shall be appointed by the Board and his duties shall be regulated in accordance with the provisions of the Act, the Liquor Act and the Registered Clubs Act and shall provide such balance sheet and income and expenditure accounts and the accounts of the Club and shall report to the Club at the Annual General Meeting the results of such audit.

ANNUAL REPORT

29.The Board shall furnish to the Annual General Meeting, each year, a report on the activities of the Board and the Club for the previous financial year which shall include:-

- (a) Such information as is required by the Act, the Liquor Act and the Registered Clubs Act.
- (b) Such further information as the Board thinks fit.
- (c) The names of the Patrons of the Club and of the officers and members of the Board.
- (d) The number of meetings of the Board attended by each member thereof.
- (e) The number of ordinary members of each class as at the end of that financial year.

DELIVERY OF ANNUAL REPORT TO MEMBERS

- 30.** A copy of the Annual Report containing the balance sheet, income and expenditure account, report of the Auditor, the report of the Board, and any other information the Board thinks fit, shall be posted, or delivered electronically (the method to be chosen by the member) to every member entitled to vote at least twenty-one (21) clear days before the date of the Annual General Meeting at which such Annual Report is to be presented.

ANNUAL REPORT TO BE PRESENTED AT ANNUAL GENERAL MEETING

- 31.** The Board shall present the Annual Report to the Annual General Meeting within four (4) months after the end of the financial year of the Club.

FEES

- 32. (a)** The joining fees, annual subscription and other fees and charges payable by members or any class of members, the times and manner of payment thereof not provided for in these Rules, shall be such as shall from time to time be prescribed by the Board provided that such annual subscription shall be payable in advance and shall not be less than two dollars (\$2.00).

(b) The Board may at any time or times suspend the payment of joining fees or reduce the amount of the annual subscription to an amount of not less than two dollars (\$2.00) in respect to all or individual cases and shall have

the discretionary power to fix and determine or waive the joining fee or other fees chargeable to any member under any special circumstances.

MANAGEMENT

BOARD OF DIRECTORS

33.(a) The business and affairs of the Club shall be under the management of a Board of nine (9) Directors consisting of the offices of President, Vice-President, Honorary Treasurer and six others.

(b) Life Members and Full Members only shall be eligible for election to the Board but no employee of the Club shall be eligible to be elected to or to be a member of the Board.

SECRETARY

34.The Board shall appoint a person to be the Secretary of the Club.

ELECTION OF BOARD

35.The members of the Board shall be elected at an Annual General Meeting of the Club, either for a period of one year or two years, as determined by the Meeting, by Ordinary Members (other than Junior Members) and shall be nominated and elected as follows:-

(a) Nominations of officers and the Board shall be made in writing by a proposer and seconder who shall be Ordinary Members of the Club (except Junior Members) to the Secretary, either personally or by post, so as to reach him at least twenty eight (28) days before the date of the Annual General Meeting. The member nominated shall also be a Life Member or a Full Member (not a Social Member or a Junior Member) and must consent in writing to such nomination. All nominations as received shall be placed by the Secretary on the Notice Board, included in the Annual Report if the nominations are received prior to the Annual Report being printed and circulated among members prior to the Annual General Meeting.

(b) A member may be nominated for election to one or more offices and/or the Board but shall be elected to only one position.

(c) The order of election to office or the Board shall be as follows:-

- (i) President
- (ii) Vice-President
- (iii) Honorary Treasurer
- (iv) Directors.

(d) In the event of there being more candidates than are required to fill the offices of the Club or the Board, a ballot shall be taken at the Annual General Meeting. In the event of there being less candidates than required for any office or the Board, post nominations may be accepted at the Annual General Meeting.

(e) In the event of two or more candidates receiving the same number of votes for the same position a fresh ballot shall be taken between the two or more candidates concerned and in the event of this failing to determine the position, lots shall be drawn.

VACANCIES IN THE BOARD

- 36.** (a) Should a vacancy on the Board occur because a member of the Board:-
- (i) ceases to be a Director by virtue of the Act;
 - (ii) becomes prohibited from being a Director by reason of any order made under the Act, the Liquor Act or the Registered Clubs Act;
 - (iii) becomes bankrupt;
 - (iv) becomes of unsound mind;
 - (v) resigns his office by notice in writing to the Club;
 - (vi) absents himself without leave of absence being given by the President or the Board from three

consecutive regular meetings of the Board of Directors;

(vii) ceases to be a Life or Full Member of the Club;

(viii) becomes an employee of the Club;

(b) The Board may appoint a successor to hold office until the next Annual General Meeting, at which an election will be held, and until such appointment is made the continuing Directors may act as the Board.

REMOVAL OF DIRECTORS BY MEMBERS

37. Ordinary Members of the Club (except Junior Members) who are entitled to vote, may by Special Resolution carried at an Extraordinary General Meeting, remove any or all of the Directors before the expiration of his or their period of office and appoint a Director or Directors in his or their place and the Director or Directors so appointed shall hold office until the next Annual General Meeting.

CONDUCT OF BOARD MEETINGS

38. (a) The Board shall hold regular meetings at least once every month for the transaction of business and the quorum for a Board meeting shall be at least five (5) members of the Board present at that meeting.

(b) The Board may hold special meetings at such other times as it deems necessary.

(c) The President or any six (6) members of the Board may call special meetings of the Board at any time.

(d) The president shall be chairman of the meetings of the Board and in his absence the Vice-President shall be chairman and in the absence of those officers the meeting shall appoint one of their number to be chairman.

- (e) Each member of the Board present at a meeting of the Board shall have one vote and in addition the chairman shall have a casting vote.
- (f) The Board shall cause minutes to be recorded of the names of the members of the Board present and voting at such meetings of the Board and all resolutions and proceedings of the Board.
- (g) All meetings of the Board shall be held in the clubhouse or venue determined by the Board.

POWERS OF THE BOARD

39.The Board shall manage the business and affairs of the Club and all its funds, property, assets and rights and may exercise all such powers of the Club as are not by the Act, the Registered Clubs, the Liquor Act or this Constitution required to be exercised by the Club at a General Meeting and may from time to time make By-Laws and appoint from among its members or the members of the Club, Committees for any purpose it may think desirable and to delegate to any such Committee such powers as it thinks fit and may revoke or alter such appointment of delegation.

BOARD'S ANNUAL DINNER

40.The members of the Board of the Club and their invited guests shall be authorized to attend an Annual Dinner with the Club being responsible for the payment of reasonable expenses for meals and beverages.

BY-LAWS

41.The Board shall have the power to make such By-Laws, not inconsistent with this Constitution, 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 any such By-Law shall come into force upon the posting thereof on the Notice Board where it shall remain posted for a period of one(1) month

SUB-CLUBS

- 42. (a)** The Board may permit, control and supervise the formation or suspension of activities of formal or informal groups of members formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises or sporting fields and/or in the name of the Club and/or with reference to an association or connection with the Club subject to this Constitution.

Every such group formed under these Rules shall (subject to the obligation of the Board to foster and maintain the best interest of the Club) be given autonomy in the conduct of the sporting and social affairs and activities of its members and to this end the management committee of each such group shall be entitled to manage the financial affairs of that group including the keeping of bank accounts in that group's name, the charging of fees payable to the Club and conduct of fund raising activities provided that:-

- (i) The management committee of each group shall supply to the Board, preferably monthly, but at least every three months, a statement of income and expenditure of that group;
- (ii) The management committee of each group shall supply to the Board a copy of the minutes of any group meeting within fourteen days after such meeting is held;
(Amended AGM 6.12.2015)
- (iii) The financial records of each group prepared from the books and records of that group, and shall be verified by the Committee of that group and shall be provided annually to the Secretary, at least twenty eight (28) days prior to the Club's Annual General Meeting, for examination by the Board who will then approve such financial reports for inclusion in the Club's Annual Report.
- (iv) Any funds of any group in excess of the reasonably foreseeable needs of that group shall, upon request, be paid to the Club and become part of the general funds of the Club;
- (v) All groups must obtain the approval of the Board prior to the Expenditure of one thousand dollars (\$1,000), or such greater amount as the Board may determine to apply to a specific group,

in respect to the purchase of any individual or extended item or commitment to any project which may exceed such amount. Split purchases or expenditure to defeat this requirement will not be acceptable;

- (vi) No moneys shall be invested on behalf of any group without prior approval of the Board;
- (vii) All funds, assets, buildings, improvements, sporting facilities and amenities controlled by any group shall remain the property of the Club and no such property shall be sold, given, exchanged or otherwise disposed of by any group without prior approval of the Board;
- (viii) The Board specifically reserves the sole right and power to employ persons (whether full-time or part-time, contract, casual or voluntary basis) in connection with all activities of the Club including the activities of any group.

ANNUAL GENERAL MEETING

43. The Club shall hold the Annual General Meeting within four (4) months of the end of the Club's financial year at such time and place as the Board shall determine.

EXTRAORDINARY GENERAL MEETING

44. (a) An Extraordinary General Meeting may be called by the President or the Board and shall be called by the Secretary on receipt by him of a requisition, which need not be one document. Signed by not less than five per cent of the members entitled to vote or at least one hundred (100) members who are entitled to vote, stating the business to be considered .

(b) The Board must call a meeting within twenty one (21) days after the request is given to the Secretary and such meeting shall be held within two (2) months of receipt of the requisition and if the meeting is not called within the time specified the requisitionists, or a majority of them, may themselves call the meeting and for that purpose shall have access to the register of members, and any other records necessary for the purpose of calling a meeting of members.

NOTICE OF GENERAL MEETINGS

45. (a) A notice convening a General Meeting shall be given to each member in writing and shall specify the place, the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required by this Constitution and the Act.

(b) The period of notice in respect of General Meetings shall be :-

- (i)** In respect to Annual General Meetings and such Extraordinary General Meetings as are convened for the purpose other than those requiring the passage of a Special Resolution posted at least twenty-one (21) days prior to the meeting;
- (ii)** In respect to Extraordinary General Meetings convened for the purpose of passing a Special Resolution posted at least twenty-eight (28) days prior to the meeting and to include in the notice that it is intended to pass a resolution as a Special resolution.

(c) The accidental omission to give notice of a meeting to or the non-receipt of such notice by a member shall not invalidate the proceedings at any meeting.

QUORUM AT GENERAL MEETINGS

46. The quorum at an Annual General Meeting, or an Extraordinary General Meeting of the Club called by the President or the Board, shall be fifteen (15) members present in person and entitled to vote. At an Extraordinary General Meeting called on the requisition of members shall be fifteen (15) members present in person and entitled to vote. If a quorum is not present within fifteen minutes after the time fixed for the meeting then the meeting, if an Extraordinary General Meeting convened on the requisition of members, shall be dissolved and if the Annual General Meeting or an Extraordinary General Meeting convened at the instance of the President or the Board, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the adjourned meeting, the members present and entitled to vote shall form the quorum.

BUSINESS AT GENERAL MEETINGS

- 47. (a)** The business of an Annual General Meeting shall be to receive and consider the report of the President, Secretary and the Board, the income and expenditure account, the balance sheet and the report of the Auditor, to appoint a Patron and elect the Board, in accordance with Rule 35, to transact any business which under this Constitution ought to be transacted at an Annual General Meeting, to deal with any other business of which notice has been given to the Secretary not later than two (2) months before the day of the meeting and to deal with any other business that the meeting may approve of which due notice has not been given.
- (b)** The business at an Extraordinary General Meeting shall be that specified in the notice of meeting and no other business shall be transacted.

CHAIRMAN AT ANNUAL GENERAL MEETINGS

- 48.** The President, in his absence the Vice-President and in the absence of those officers the meeting shall appoint a member of the Board to be Chairman of the meeting.

VOTING

- 49. (a)** Members entitled to vote at a General Meeting of the Club shall be Ordinary Members (other than Junior Members) present at the meeting and each of those members shall be entitled to one vote, provided that no member shall be entitled to vote unless he shall have paid all joining fees and subscriptions and all other moneys owing to the Club at the time of such meeting or if he is an employee of the Club.
- (b)** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made at the meeting shall be determined by the Chairman, whose decision shall be final.
- (c)** Every member present in person and entitled to vote shall on a show of hands and on a poll have one vote and in the case of equality of votes the Chairman shall both on a show of hands and a poll have a second or casting vote.

- (d) Every question submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands but a poll shall be taken if demanded by the Chairman or by not less than ten (10) present in person and entitled to vote.
- (e) If a poll is demanded as previously mentioned it shall be taken in such a manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (f) The demand for a poll may be withdrawn.
- (g) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- (h) No poll shall be demanded on the election of a Chairman of a meeting.
- (i) A poll demanded on the question of an adjournment shall be taken at the meeting without adjournment.
- (j) At any meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

ADJOURNMENT OF GENERAL MEETINGS

50. The Chairman of a General Meeting may with the consent of the meeting adjourn the same and any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine 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 and no notice of such adjournment need be given.

MINUTES OF GENERAL MEETINGS

51. The Board shall cause minutes to be kept in books provided for that purpose:-

- (a) of all appointments of officers made by the Club in general meeting;
- (b) the names of members elected to the Board;
- (c) the number of members present and voting at general meetings of the Club; and
- (d) of all resolutions and proceedings at all general meetings of the Club.

MISCELLANEOUS

SERVICE OF NOTICES

52. A notice may be given by the Club to a member either personally or by sending it by post or delivering it to him at his registered address. Where a notice is sent by post to a member then it is taken to be given three (3) days after it is posted. If a member has not supplied to the Club a registered address the notice shall, where it cannot be given to him personally at the Club premises, be posted on the notice board and shall be deemed to be given to him at the expiration of twenty-four hours after it was so posted.

INDEMNITY

53. (a) Every person who is or who has been an officer or auditor of the Club, as defined in the Act, may if the Board so determines be indemnified to the maximum extent permitted by Law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:-

- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
- (ii) In connection with any application in relation to such proceedings in which relief is granted to that person under the Law by the Court.

(b) Every person who is an officer or an auditor of the Club, as defined by the Act, may if the Board so determines, be indemnified to the maximum extent permitted by Law, out of the property of the Club, against any liability to another person (other than the company or a related body corporate) as such officer or auditor unless the liability arises out of conduct involving a lack of good faith.

(c) The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club, as defined in the Act, against a liability:-

- (i) Incurred by that person as such an officer or auditor which does not arise out of conduct involving a willful breach of duty in relation to the Club or a contravention of the Act; and
- (ii) For costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

SEAL

54. The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the presence of two (2) Directors who shall sign every instrument to which such Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

