

CORPORATIONS LAW

A company Limited by Guarantee and not having a Share Capital

CONSTITUTION OF COWRA GOLF CLUB LIMITED

ABN 40 369 142 595

DEFINITIONS

- 1. (a)** In these presents unless there be something in the subject or context inconsistent herewith:

“The Act” means the Corporations Act 2001 when any provision of the Act is referred to the reference is to that provision as modified by any law or the time being in force. Unless the contrary intention appears expressions defined in the Act or any modification thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

Address means postal, residential and electronic mail address of a member.

“The Board” means the Members for the time being of the Board of Directors of the club constituted in the accordance with the Constitution.

“By Laws” shall mean and include Rules.

“The Club” means the Cowra Golf Club Limited.

“The Club Notice Board” means the board designated as such within the Club premises on which notices for the nomination of Members are posted.

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

“In writing” and “Written” includes printing, typing, lithography, electronic email and other modes of representing or reproducing words in visible form.

“Month” means calendar month.

“Notice” means a written notice or notice in electrical form.

“Officers” include the President, Vice-President, Captain, Vice-Captain, Honorary Treasurer and Members of the Board but does not include the Auditor.

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

“Registered Clubs Act” means the Registered Clubs Act 1976. When any provision of the Registered Clubs 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 Registered Clubs Act or any modifications thereof made by any law in force, at that date at which those provisions become binding on the Club shall have the meaning so defined.

“Secretary” includes Secretary Manager, Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

“Special Resolution” has the meaning assigned thereto by Section 98 of the Act.

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

“Playing Member” means an Ordinary Member admitted to membership as a “Playing Member”.

(b) A Member shall be deemed to be an Unfinancial Member at the date of a meeting at which only Financial Members may attend or vote:

(i) If at the expiration of 30 days from the due date his/her subscription or any part thereof payable on that date remains unpaid: or

(ii) If any money (other than the subscription) owing by him/her to the Club as remained unpaid at the expiration of 30 days from service on him/her of a notice from the Club requiring payment thereof: and in either case he/she shall remain unfinancial until payment in full of the amount owing.

“The Register” means the Register of Members to be kept pursuant to the Act.

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

2. A discussion of the Board on the construction or interpretation of the constitution of the Club or these Rules or on any By-Laws or Rules of the Club made pursuant to these Rules or on any matter arising there from, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied or revised by Members of the Club in General Meeting or by the Supreme Court of New South Wales.

3. The Club is established for the purpose of conducting a Licensed Golf Club.

(a) The Club shall be a non-propriety Club.

(b) Subject to the provisions of Section 10 (6) of the Registered Clubs Act, a member of the Club, whether or not he/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 of the Club.

(c) Subject to the provisions of Section 10 (7) of the Registered Clubs Act, a person, other than the Club or its members, shall be entitled under the rules of the Club or otherwise to derive directly any profit, benefit or advantage from the grant to the Club or, or in the fact that the Club has applied for, a certificate of Registration under Part 2 of the Registered Clubs Act because of the grant to

the Club of, or the fact that the Club has applied for, such a certificate.

(d) The Secretary 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 quality 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.

(e) 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.

(f) 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.

(g) 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 of the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 (1)(b) of the Registered Clubs Act.

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

(i) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

(j) The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.

(k) No person under the age of 18 years shall be admitted as a Member of the Club except as a Junior Sporting Member or Cadet Sporting Member.

MEMBERS

- 4.** All existing Members of the Club of any classification shall, from the date of adoption of the constitution of the Club, be deemed to be Members of the appropriate class of Member as hereinafter set out and in case of dispute by any Member; such question shall be determined by the Board whose decision shall be final.
- 5.** Membership of the Club shall consist of Ordinary Members, Life Members, Honorary Members and Temporary Members: and subject to this constitution the Board shall define such classes by By-Laws unless the Members of the Club at a general meeting shall otherwise determine.
- 6. (a)** A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member or Temporary Member.

Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:

- Playing Members
- City Members
- Provisional Members
- Student Members
- Junior Members
- Cadet Members
- Non-playing Members

(b) Any person admitted to membership of the Club shall be admitted as an Ordinary Member but such person may be admitted to membership in any of the following classes with respective right, privileges and restrictions as are hereinafter set out:-

- Playing Members
- City Members
- Provisional Members
- Student Members
- Junior Members
- Cadet Members
- Non-playing Members

(c) The Board shall have power from time to time to create such other classes of “Ordinary Members” as it shall determine.

7. Subject to Rule 7 and 27 no person shall be admitted to membership of the Club unless and until he/she have signed an application for membership which shall include the following:

To the Board of COWRA GOLF CLUB LIMITED

I.....of.....

desire to become a member of the COWRA GOLF CLUB LIMITED and request you enter my name on the Resister of Members accordingly and I agree to be found by your Constitution and Rules or By-Laws made hereunder.

Dated this.....day of.....20.....

Signed.....

ELECTION OF MEMBERS

- 8. (a)** A person shall not be admitted as a Member of the Club other than as an Honorary Member or Temporary Member, unless he/she is elected to membership at a meeting of the Club or at a duly convened meeting of the governing body or election by the Board of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club.
- (b)** The Board shall have power to make By-Laws regulating all matters in connection with election of members not otherwise provided by this constitution.
- (c)** At the time of election the Board shall determine the classification of Ordinary Members so elected in accordance with Rule 7.
- 9. (a)** An Ordinary Member of more than twelve months standing desiring to nominate a person for membership (hereinafter call “the nominee”) shall fill in a nomination form as a proposer and shall obtain a seconder of similar standing in respect of such nominee.
- (b)** A person shall not be admitted to membership except as an Ordinary Member (whether or not persons may be admitted as different classes of Ordinary Members), Life Members, Honorary Member or Temporary Member.
- (c)** A person shall not be admitted as a Member of the Club, other than as an Honorary Member or Temporary Member, unless he/she is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose Members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
- (d)** A person upon becoming a Member of the Club shall have a probationary status from the date of his/her election until the termination of one (1) year from the first day of the calendar year following his/her election and the Board may, during such year , refuse to renew his/her membership (without assigning a reason

therefore). The Secretary shall notify him/her in writing of such refusal.

- 10.** The nomination form shall set out the full name, address and occupation of the nominee and shall be in form and containing such particulars as are from time to time prescribed by the Board and shall be signed by the proposer and seconder and the nominee. The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the same to be exhibited in a conspicuous place on the premises of the Club for a continuous period of not less than one week. A prospective member shall be introduced to at least two Members of the Board prior to his/her application being dealt with.
- 11.** No election of a nominee to membership of the Club shall take place until at least fourteen days have expired from the date of the posting of his/her nomination form on the Club Notice Board.
- 12.** The Board may on written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription paid or payable by him/her for the then financial year.
- 13.** The entrance fee (if any) and first subscription which a nominee must pay shall be lodged with the nomination for membership to the Secretary before the election of such nominee may be considered by the Board. Upon such approval being granted the nominee shall become a member of the Club and will be bound by the Constitution and By-Laws of the Club. The Secretary shall forthwith advise such nominee of his/her election and class of membership for which he has been elected. In the event of any nomination for membership not being approved all moneys lodged by the nominee shall be returned to the nominee forthwith.

- 14.** Any nominee elected during the Membership Financial Year to any class of membership shall in respect of that Membership Financial Year pay one-half of the annual subscription if he/she shall be elected after the expiration of six months from the date of commencement of the financial year.
- 15.** The entrance fees, subscriptions or payments payable by any class of Ordinary Members of the Club shall be as the Board may from time to time prescribe in the Rules of the Club, provided that the annual subscription payable by members shall be not less than two dollars.
- 16.** Members' subscriptions shall be paid annually or monthly by direct debit, in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided by this Constitution shall be as prescribed by the Board from time to time provided that where members elect to pay their annual subscriptions monthly, the Board may impose an administrative charge, the level to be at the Board's discretion on such payments.
- 17.** If the subscription of any member shall not be paid within a period of 30 days from the due date upon which it shall fall due for payment the Secretary shall give to the member in default seven days written notice within which such subscription must be paid and if the same shall not have been paid within the time limited by such notice defaulting member shall be barred from all privileges of membership and his/her name shall be removed from the Register of Members by the Board and he/she shall be disqualified by the Committee from all Club competitions in which he/she is participating.

PATRONS

- 18.** Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary Members of the Club.

PLAYING MEMBERS

- 19. (i)** Any person shall be eligible for nomination as Playing Members after having attained the age of eighteen years and shall be deemed to be a Playing Member after being accepted by the Board as such
- (ii)** A person shall not hold office as a member of the Committee unless such person is a Playing Member of the Club.

CITY MEMBERS

- 20.** Any person who resides beyond a radius of 100 kilometres from Cowra Post Office shall be eligible for nomination as a City Member.

PROVISIONAL MEMBERS

- 21.** Any person shall be eligible for nomination as a Provisional Member of the Club and shall have such rights and privileges of the use of the Clubhouse and to play and participate in games played on the course and in such competitions as the Board may from time to time determine.

STUDENT – JUNIOR – CADET MEMBERS

- 22. (a)** Any person over the age of eighteen years but under the age of twenty five years attending any educational institution on a full time basis shall be eligible for nomination as a **STUDENT MEMBER**.
- (b)** Any person over the age of twelve years and under the age of eighteen years shall be eligible for nomination as a **JUNIOR MEMBER**. Junior Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings, nominate persons for membership or introduce guests to the club.
- (c)** Any persons under the age of twelve years shall be eligible for nomination as a **CADET MEMBER**. Cadet Members shall be

entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings, nominate persons for membership or introduce guests to the club.

NON-PLAYING MEMBERS

23. (a) Non-playing Members may be admitted who shall enjoy the full use of the Clubhouse but who shall not be entitled to take part in any game played outside the Clubhouse.

(b) Non-playing Members shall have no voting rights.

LIFE MEMBERS

24. Any Ordinary Member of the Club who has rendered long or meritorious service to the Club may on account of service or for any other commendable reason be elected by the Board as a Life Member of the Club and shall be entitled to all rights and privileges of Playing Members but shall be relieved of payment of all subscriptions.

HONORARY MEMBERS

25. The following may at the discretion of the Board be made Honorary Members of the Club:-

(a) The Patron or Patrons for the time being.

(b) Any prominent citizen visiting the Club for some special occasion.

(c) A Life Member elected in accordance with these Rules. An Honorary Member (other than a Life Member) shall be entitled only to the social privileges of the Club and to play golf on the invitation of the Board from time to time. Honorary Members only shall be relieved of any obligation or

liability with respect to the payment of Entrance Fees and/or subscriptions provided such Honorary Membership shall be for longer period than one month. The Secretary shall keep appropriate records of the names and addresses of all such Honorary Members. Such records shall specify the occasion or period in respect of which such Honorary Membership is granted. The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore.

TEMPORARY MEMBERS

26. A person shall not be admitted as a Temporary Member of the Club unless he/she is admitted in accordance with these Rules and that person has qualifications as specified in this Constitution for temporary membership of the Club.

(a) The following may at the discretion of the Board, be made Temporary Members:

(i) An interstate or overseas visitor whose permanent place of residence in New South Wales is not less than five kilometres from the Club;

(ii) A member of another registered club with similar objects to those of the Club;

(iii) A full member of any registered club who, at the invitation of the Board or a full member of the Club attends on any day at the premises of the Club for the purpose of participating in an organised sport competition to be conducted by the Club on that day shall be a Temporary Member of the Club from time on that day when he/she so attends the premises of the Club until the end of the day. Temporary members shall not be required to pay entrance fee for annual subscription.

(b) **(i)** Temporary Members shall not be required to pay an entrance fee or annual subscription.

(ii) A Temporary Member 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.

(iii) A Temporary Member shall not be permitted to introduce guests to the Club.

(iv) No person under the age of eighteen years may be admitted as a Temporary Member of the Club other than pursuant to sub-paragraph 26 (a) (iii) to this Rule.

(v) When a Temporary Member first enters the Club premises on any day, the following particulars shall be entered into the Club's register of Temporary Members:

- The name in full of the Temporary Member;
- The residential address of the Temporary member;
- The date on which Temporary membership is granted;
- The signature of the Temporary Member.

(c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.

27. A person shall not be admitted as an Honorary Member or as a Temporary Member of the Club unless:

(a) He/she is admitted in accordance with the Rules of the Club; and

(b) He/she has the qualifications, as specified in the Rules of the Club, requisite and appropriate in relation to the purpose of the Club for Honorary Membership or, as the case may be, Temporary Membership of the Club.

ADDRESSES OF MEMBERS

- 28.** Members shall from time to time communicate their addresses to the Secretary of the Club and advise him/her of any change of address which may occur.

REGISTERS

- 29.** The following registers shall be kept by the Club:-

(a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and addresses of each Full Member and, if he/she is an Ordinary Member, the date on which he/she last paid the annual fee for membership of the Club.

(b) A register of persons who are Honorary Members or Temporary Members. This register shall set for the name in full and the address of each Honorary Member and each Temporary Member (other than a Temporary Member referred to in the proviso hereunder) and where that member had been admitted to membership for a limited period, the dates on which the period commences and ends.

(c) A register of persons of or above the age of eighteen years who enter the premises of the Club as guests of Members. This register shall have entered therein on each occasion on any day on which such person enters the premises of the Club as the guest of a Member, the name in full or the surname and initials of the given names and the address of that guest, the date of that day and the signature of that Member PROVIDED HOWEVER that if entry in this register is made on any day in respect of the guest of a Member, it shall not be necessary for a further entry to be made in this register in respect of that guest if he/she subsequently enters the Club on that day as the guest of that Member.

SUSPENSION AND EXPULSION DISCIPLINARY PROCEEDINGS

30. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or the By-Laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interest of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a Member or which render him/her unfit for membership, the Board shall have the power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of such Member and make an appropriate notation on the register of Members:

(i) Such Member shall be notified of any charge against him/her pursuant to this Rule by notice in writing by a prepaid letter posted to his/her last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.

(ii) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.

(iii) The voting by the Members of the Board present at such meeting shall be by ballot and no motion by the Board to reprimand, fine, suspend or expel a Member shall be deemed to be passed unless at least two-thirds of the Members of the Board present vote in favour of such motion.

(iv) If the Member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the Member's absence notwithstanding, having regard to any representation made in writing by the Member charged.

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

(vi) Any two (2) or more officers of the Club shall have the power to suspend a Member from the privileges of membership of the Club pending the hearing of disciplinary proceedings against the Member.

(b) The Board shall in accordance with the procedure outlined in sub-paragraph (a) of this clause, consider and deal with all complaints relating to or concerning or in any way affecting any Member or Members of the Board. No Member of the Board or of any committee of the Board to whom the subject matter of the complaint relates shall be entitled to take part in or vote at any meeting dealing with the complaint.

(c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), shall have the power to remove and suspend any Member from the premises of the Club, who in the opinion of the Secretary or the senior employee:

(i) Is then intoxicated, violent, quarrelsome or indecent; or

(ii) By his/her presence on the premises of the Club may render the Club or the Secretary liable to a penalty under the Registered Clubs Act.

(d) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board as soon as practicable after the removal and the report will set out the facts and matters and circumstances giving rise to the removal of the person (Member).

(e) Any suspension of a Member pursuant to paragraph (a) of this Rule shall be for a period of seven (7) days.

(f) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

CESSATION OF MEMBERSHIP/RESIGNATION

31. (a) Every person ceasing to be a Member of the Club shall ipso facto forfeit all rights to or claim upon the Club which he/she would have by reason of membership and in no case is membership transferrable.

(b) A Member may at any time by giving notice in writing to the Secretary resign his/her membership from the Club but shall continue liable for any annual subscription and all arrears thereof due and unpaid at the date of his/her resignation. One calendar months' notice of resignation must be given prior to the expiration of any financial year otherwise such member shall be and remain liable for the ensuing years' subscription.

(c) Should any Member who has paid an entrance fee on joining the Club resign and subsequently apply for membership within a period of three years from date of his/her said resignation and be re-elected as a Member of the Club, he/she shall not be required to pay a further entrance fee unless at the time of his/her re-election the entrance fee then applicable shall be greater than the entrance fee paid by him/her on their previously becoming a Member of their Club in which case he/she shall be required to pay the difference between the entrance fee applicable at his/her re-election and the entrance fee payable on his/her previously being elected a Member of the Club.

GUESTS OF MEMBERS

32. (a) All Members shall have the privilege of introducing guests to the Club and when a Member brings a guest to the Club he/she shall complete the register of guests as required by these Rules. No Member shall introduce any guest more frequently or in greater numbers than may for the time be provided by-law, nor shall he/she introduce any person as a guest whose name has been removed from the register of Members for misconduct or non-

payment of subscription or fees or who has been suspended by the Board of the Club.

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

(c) The Board shall have the power to make by-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.

(d) No guests shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a Member.

BOARD OF DIRECTORS

33. The Board shall consist of not less than six (6) and not more than nine (9) Directors who shall comprise a President, one (1) Vice-President, one (1) Captain, one (1) Honorary Treasurer and up to five (5) other Full Members.

At the first General Meeting convened under the “Triennial Rule” those Members elected to the Board shall be divided into three (3) groups.

The Groups:

- Shall be determined by drawing lots; and
- Shall be nearly as practicable equal in number; and
- Shall be designated as Group 1, Group 2 and Group 3.

Unless otherwise disqualified, the Members of the Board:

In Group 1 shall hold office for one (1) year; and

In Group 2 shall hold office for two (2) years; and

In Group 3 shall hold office for three (3) years.

At each subsequent General Meeting held whilst “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.

A person, who fills a casual vacancy in the office of a Member of the Board, unless otherwise disqualified, shall hold office until the next succeeding General Meeting.

A person whose term of office expires under the “Triennial Rule” is eligible for election for a further term.

In the event that the “Triennial Rule” is revoked at a General Meeting all Members of the Board will cease to hold office.

In the event that the “Triennial Rule” is revoked at an Annual General Meeting all Members of the Board cease to hold office at the next succeeding General Meeting and an election shall be held at the meeting to elect members of the Board.

34. At the first Board Meeting held after the Annual General Meeting the Directors shall elect the President, Vice-President, Treasurer, Captain and Vice-Captain who shall hold office until the Board meeting following the next Annual General Meeting.

35. The Board shall meet once in each calendar month (hereinafter called the “Regular Monthly Meeting”) for the transaction of business or when it deems it necessary and a record of all Members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book to be provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting he/she is not present or is unwilling to act as Chairman a Vice-President shall act as Chairman of the meeting. If no Vice-President is present or being present is unwilling to act as Chairman then the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the Members present may elect their own Chairman. The Chairman shall in any case where the voting is equal have a casting vote as well as a deliberate vote. The quorum for meetings of the Board shall be six members personally present.

36. The President or Captain may at any time and the Secretary, upon the request of not less than three Members of the Board, shall convene a special Meeting of the Board.

37. Subject to the provision of this Constitution the Members in General Meeting may by ordinary resolution remove any Member or Members of the Board whomsoever or the whole of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their stead. Any person so appointed shall hold office until the next Annual General Meeting.

38. The office of President, Vice-President, Honorary Treasurer, Captain or Vice-Captain or a Member of the Board shall ipso facto be vacated:

(a) If he/she becomes bankrupt or suspends payment or compounds with his/her creditors or be convicted of a felony or misdemeanour or indictment.

(b) If he/she be an insane patient or insane person or incapable person within the meaning of the Lunacy Act 1878 or the Mental Health Act 1958.

(c) If he/she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves this his/her office be vacated.

(d) If by notice in writing to the Club he/she resigns his/her office.

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

(f) If he/she ceases to be a Playing Member of the Club.

39. (a) No Director shall be disqualified from office by reason of his/her contracting with the Club either as a Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangements entered into or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account

to the Club for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 191 of the Act it shall be the duty of the Director to declare the nature of his/her interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

(b) The provisions of Division 2 of Part A of the Registered Clubs Act shall be implemented where a Director of the Club makes a declaration of interest pursuant to Section 191 of the Act.

APPOINTMENT OF DIRECTORS

40. A Financial Playing Member of the Club who wishes to nominate for the position of a Director of the Club shall complete a nomination form and deliver the form to the Company Secretary or President not less than Fourteen Days (14) months prior to the Annual General Meeting.

The Director's Nomination Committee will review the application of the candidate or candidates in the light of Board requirements and the Corporate Governance Policy.

The Board will discuss the application with the candidate/s prior to the Annual General Meeting.

APPOINTMENT OF CASUAL VACANCIES

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

POWERS OF THE BOARD

- 42.** The management of the business of the Club shall be vested in the Board and the Board may exercise all such powers and do all acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting PROVIDED THAT no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 43.** The Board may delegate any of its powers to sub-committees consisting of such Member or Members of its body and/or such Ordinary Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a Member of all such sub-committee consisting of two or more Members shall be governed by the provisions herein contained regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulation made by the Board under this clause.

- 44.** The Board may delegate the Captain of the lady playing members as Co-Captain of the Cowra Golf Club with such powers as may be necessary or expedient in conjunction with the Management Committee of the Cowra ladies golfers sub club for the proper conduct and management of such Lady Playing Members including competition and tournament golf in accordance with the requirements of the Ladies Golf Union and the Captain shall have power to make, alter and repeal all such Rules and By-Laws as may be deemed necessary for this purpose. Lady playing members shall be bound by and conform to the constitution, By-Laws and Regulations of the Club.
- 45.** The Board may from time to time at its discretion borrow or secure the payment of any sum or sums of money for the purpose of the Club.
- 46.** The Board may raise or secure the payment or repayment of such monies in such manner and upon such terms and conditions in all respects as it may think fit and in particular by the issue or sale of bonds perpetual or redeemable debentures or debenture stock or other obligations of the Club whether perpetual or otherwise and payable to bearer or otherwise and either without security or secured by deposit or pledge of the securities or properties of the Club or by mortgage bills or exchange or promissory notes or other instruments or in any other manner and if considered advisable for any such purpose the Board may charge, assign and convey as security all or any of the Club's property and assets both present and future.
- 47.** Bonds debentures debenture stock and other securities or obligations may be made assignable free from any equities between the Club and the person to whom the same may be issued.

48. The appointment discharge and arrangements of the duties and powers of the Secretary or Secretary/Manager shall be the responsibility of the Board to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define duties. The Board shall have powers to engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine with or without compensation any contract for service or otherwise.

49. (a) To appoint and delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(b) To engage control and dismiss the Club's employees and paid officials.

(c) To purchase or otherwise acquire for the Club any property rights or privileges at such price and generally on such terms and conditions as they think fit.

(d) 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 to compound or allow time for payment and satisfaction or any debts due to and any claims and demands by or against the Club.

(e) To determine who shall be entitled to sign on the Club's behalf receipts, acceptances, cheques, contracts and other documents.

(f) To invest and deal with any of the moneys of the Club not immediately required for the purpose thereof upon such securities and in such manner as they may think fit from time to time to vary or realise such investments.

(g) To delegate to a sub-committee such powers as the Board may have to admit Temporary Members. Such sub-committees shall be not less than two and may comprise and Members of the Board and the Secretary.

(h) To purchase or otherwise acquire for the Club any property rights or privileges including real property at such price and generally on such terms and conditions as they shall think fit.

(i) To sell on behalf of the Club any property, rights or privileges, excluding the disposal of land as defined as Section 41J of the Registered Clubs Act 1976, at such price and generally on such terms and conditions as they shall think fit.

RULES (OR BY-LAWS)

50. The Board may from time to time make, alter and repeal all such By-Laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any wise in relation thereto and in particular but not exclusively it may By-Law regulate:-

- (i)** Such matters as they are specifically by this Constitution empowered to do.
- (ii)** The general management control and trading activities of the Club.
- (iii)** The control and management of the Club premises.
- (iv)** The management and control of play and dress on the course.
- (v)** The upkeep and control of the course.
- (vi)** The control and management of all competitions.
- (vii)** The privileges to be enjoyed by Members.
- (viii)** The conduct and dress of Members.
- (ix)** The relationship between the Members and Club servants.

(x) The management and control of play of persons under eighteen years of age on the course.

(xi) And generally all such matters as are commonly the subject matter of Club Rules or By-Laws or which by the Constitution is not referred for decision by the Club in general meeting.

- 51.** Any By-Laws under these Rules shall come into force and have the full authority of By-Law of the Club on being posted upon the Club Notice Board.

GENERAL MEETINGS

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

- 53.** Financial Playing Members and Life Members shall be the only Members entitled to attend and vote at the Annual General Meetings or Extraordinary General Meetings or Members. Each Member shall have one vote.

- 54. (a)** Subject to the provisions of Section 9 Corporation Law relating to special resolutions twenty one (21) days notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) specifying the place, day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner herein mentioned to all Ordinary Members (other than Non-Playing Members) but the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any Member shall not invalidate the proceedings at such meeting. 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.

(b) Any notice given pursuant to this Rule may at the discretion of the Board be given by advertisement in a newspaper circulating in the Cowra District which notice may state generally the nature of the business to be transacted provided that full particulars of such business are given by notice posted upon the Club Notice Board at least seven days before the meeting.

55. The business of any Annual General Meeting shall be to receive and consider the Financial Statements and Reports prescribed by Section 285A 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 and a Reviewer. All meetings other than Annual General Meeting shall be called General Meetings.

56. The Board may whenever it thinks fit to convene a General Meeting and it shall on the requisition of not less than Thirty (30) Members pursuant to Section 249D of the Act having at the date of the deposit of the requisition at the office of the Club, a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:

(a) The requisition shall state the objects of the meeting and must disclose the printed name and membership number of each requisitionist and must be signed by each requisitionist and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

(b) If the Board does not, within twenty one (21) days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists may themselves convene the meeting but any meeting so convened from the date of such deposit.

(c) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.

(d) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.

(e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club. Subject to the provisions of the Act relating to special resolutions fourteen days' notice specifying the place, day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all Members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court application of the Member concerned, a

Member proceedings entitled to attend the meeting or ASIC declares at the meeting invalid.

57. 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 a General Meeting convened on the requisition of Members shall not less than thirty (30) Members present and entitled to vote and at all other General Meetings shall not be less than twenty five (25) Members present and entitled to vote.

58. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day during the next week at the same

time and place or to such other day, time and place as the Board may by notice to the Members appoint but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present Members who are present shall be a quorum and may transact the business for which the meeting was called.

- 59.** The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act then the Vice-President shall act as Chairman. If no Vice-President is present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the Members of the Club present shall elect a Member of the Board or one of their number to be Chairman of the meetings.
- 60.** Every question submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the Chairman shall have a casting vote. A person shall not:-
- (i)** Attend or vote at any meeting of the Club or of the Board or of any sub-committee thereof: or
 - (ii)** Vote at any election of a Member of the Board, as a proxy of another person.
- 61.** At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

62. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjourned meeting 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.

63. Minutes of all resolutions and proceedings at General Meetings shall be made in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be receivable as evidence of the facts therein stated without further proof.

ACCOUNTS AND AUDIT

64. The Board shall cause proper accounts and records to be kept with respect to all monetary and all other transactions of the Club pursuant to Section 286 of the Act.

65. 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 by Members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

66. The Board shall pursuant to Section 316A of the Act send a copy of the financial report prepared in accordance with the provisions of Section 285A of the Act together with the Directors' Report prepared under Section 300B of the Act to each of the Members who have elected to receive a hard copy of the financial statements.

The Directors' Report referred to shall include particulars of the number or Members registered in the Register of Members at the end of the financial year to which the report relates.

67. The financial year of the Club shall commence on the 1st day of October and end on the last day of September in each year or such other period as, having regard to the Act, the Board may determine.

68. Auditors and a Reviewer in accordance with the Act, shall be appointed and their duties regulated in accordance with the Act and their remunerations shall be fixed by the Board.

HONORARY TREASURER

69. The Honorary Treasurer pursuant to Rule 66 shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and shall cause to be paid into such bank as the Board may from time to time direct to the credit of the Club all moneys received. The Honorary Treasurer shall present to the Board at each Monthly Meeting a summary of the financial position of the Club; including a statement of the receipts of and payments made by the Club during the period ending not earlier than fourteen (14) days before the date such statement is to be submitted. The Honorary Treasurer shall present to the Annual General Meeting each year the audited or reviewed Financial Report.

SECRETARY AND/OR MANAGER

- 70. (a)** The Secretary and/or Manager shall be appointed by the Committee in accordance with the terms of Rule 53.
- (b)** He/she shall carry out all duties and instructions which the President or Board shall direct.
- (c)** He/she shall convene and if requested attend meetings of the Board and of the Sub-Committees taking minutes of the business transacted thereat and shall enter them in the Minute Book.
- (d)** He/she shall conduct and produce the correspondence in connection with the Club.
- (e)** He/she shall keep at the Club premises a register containing the names, addresses and occupants of all Members the class of membership to which each Member belongs and a record showing the dates of payment by them of subscription entrance fees and all other moneys due by them.
- (f)** He/she shall post on the Club Notice Board all notices required to be so placed either by these Rules or as directed by the President or Committee, and the Registered Clubs Act.
- (g)** He/she shall prepare and submit to the Committee for approval the Annual Report of the Club's affairs for the presentation to the Annual General Meeting.
- (h)** He/she shall apply within the times prescribed for such registration and renewals required by Statute or Regulations made as are necessary for the business and carrying on of the Club and he/she shall comply with such Rules and requirements of the New South Wales Golf Association Limited as affect the Club.
- (i)** He/she shall generally perform and carry out all duties pertaining to the office of the Secretary and/or Manager for the benefit of the Club and the wellbeing of its Members.

(j) At any time there shall only be one Secretary and/or Manager of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purpose of the Registered Clubs Act.

SEAL

71. 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 three (3) Members of the Board at least who shall sign every instrument to which such Seal is affixed and every instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

72. A Notice may be given by the Club to any Member either personally or electronically by email to a Members last known email address, or by sending it by post to the address of the Member recorded for that Member in the Register or Members kept pursuant to these Rules.

Where a Notice is sent by email or post, service of the Notice shall be deemed to be effected by properly addressing an email or prepaying and posting the Notice and shall be deemed to have effected in the case of a Notice convening a meeting on the day following that on which the same shall have been emailed or posted and in any other case at the time at which the Notice would have been delivered in the ordinary course of email or post.

The signature to any notice to be given by the Club may be written or printed.

- 73.** Where a given number of days' notice extending over any period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

INDEMNITY TO OFFICERS

- 74. (a)** Every person who is or has been an officer (as defined in Section 9 of the Act) of the Club 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 judgement 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 Act by the Court.

(b) Every person who is an officer (as defined in Section 9 of the Act) of the Club 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 Club or related body corporate) as such an officer unless the liability arises out of conduct involving lack of good faith. This indemnity does not apply to liability incurred before 15th April 1994.

(c) The Club may pay a premium for contract insuring a person who is or has been an officer (as defined in Section 9 of the Act) of the Club against liability:

(i) Incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Division 1 of Part 2D of the Act.

(ii) For costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

(d) Liability of any Member, Officer or Agent of the Club is limited to the amount of insurance for which the Member, Officer or Agent is actually indemnified. If for any reason there is no insurance cover, then the liability is nil.

75. No Officer of the Club shall be liable for the accounts, receipts, neglects or defaults of any other Officer or for the joining in any receipt or offer or other act of conformity or for any loss of expense happening to the Club through the insufficiency or deficiency of any securities in or upon which any monies of the Club shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any monies, securities or effects shall be deposited or for any loss, damage or misfortune whatever which shall happen in the execution of duties of his/her office or in relation thereto unless the same happen through his/her own negligence, default, breach of duty or breach of trust.

COMPETITIONS

76. The Board shall arrange and control all competitions and matches and their decision on all points connected therewith shall be final. The Rules of the game of Golf as adopted from time to time by the Royal and Ancient Golf Club of St. Andrews except in so far as they are or may be modified by the body controlling for the time being the game of golf in New South Wales and the By-Laws and local Rules of the Club shall be the Golf Rules of this Club.

77. No Member of any class shall compete for any prize whilst he or she shall be more than one (1) calendar month in arrears as to any money due by him/her to the Club. Penalty for any breach of this Rule shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any Member from this penalty.

LIQUOR AND GAMBLING

78. (a) No liquor shall be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years of age.

(b) A person under eighteen years of age shall not use or operate poker machines on the premises of the Club.

GENERAL

79. No payment or part payment of the remuneration of the Secretary and/or Manager or other servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

80. The Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and the Acts amending the same and to the extent that any of the provisions in the Constitution inconsistent herewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

APPLICATION OF PROFITS

81. The Club is a non-proprietary Club. The profits and other income of the Club shall be applied only to the promotion of the purposes for which the Members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the Members of the Club shall be made PROVIDED THAT nothing herein contained shall prevent the payment by way of honorarium to any officer of the Club for services actually rendered to the Club provided same is approved by the Members at the Annual General Meeting.

SUB CLUBS

82. The Board may approve the creation within the Club of any sub club of Members interested in joining together for a common purpose of interest. Such sub clubs shall report to the Board and the Board shall be responsible for the activities of any such club. The Board shall require each sub club to provide to the Board at a frequency to be determined by the Board, financial or otherwise, regarding activities of the sub club.

AMENDMENT OF THE CONSTITUTION

83. The Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Members who are eligible to vote on special resolutions and 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 the resolution as a special resolution has been given in accordance with this Constitution.