

# **Cumberland Country Golf Club Limited**

**Constitution — Approved at Annual  
General Meeting held 28 July 2020**



Cumberland

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**“THE CORPORATIONS ACT 2001 as amended”**

**ASSOCIATION NOT FOR GAIN**

**A COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION OF CUMBERLAND COUNTRY GOLF CLUB LIMITED**

**A.B.N. 12 000 046 766**

I hereby certify that this and the following 35 pages is a true copy of the Constitution of Cumberland Country Golf Club Limited.



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Andrew Laplain, Secretary Manager

23/07/2019

Dated

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## Definitions

### 1 In these Articles unless there be something in the subject of context inconsistent therewith:-

The “Act” means The Corporations Act 2001, as amended from time to time and any act for the time being in force concerning incorporated Companies and necessarily affecting the Company.

The “Annual General Meeting” means the general meeting held each year as required by the Act and this Constitution.

“Biennial General Meeting”: “Biennial General Meeting” means the Annual General Meeting to be held in 2017 and every second Annual General Meeting thereafter, at which the Board is elected to office in accordance with this Constitution.”

“The Articles of Association” and “Articles” mean the articles for the time being of the Company forming part of the Company’s Constitution.

“The Board and the Board of Directors” means the members for the time being of the Board of Directors as constituted in accordance with this Constitution.

“The By-laws” means the By-laws of the Club for the time being in force. The “Club” means the above named Company.

“Constitution” means collectively the Memorandum of Association and Articles of Association of the Company.

“Gaming Machines Act” means the Gaming Machines Act 2001 and any Regulations made thereunder.

“Liquor Act” means the Liquor Act 2007 and any Regulations made thereunder.

“Month” means calendar month.

“Notice” includes any communication in writing.

“Notice Board” means the Official Notice Board provided in a conspicuous place in the Club premises on which the official notices for the information of members are posted.

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

“The Register” means the register of members kept pursuant to the Registered Clubs Act 1976 and the Liquor Act.

“Registered Clubs Act” means the Registered Clubs Act 1976 and any Regulations made thereunder.

“The Seal” means the Common Seal of the Club.

“General Manager” includes General Manager, Acting General Manager,

Secretary Manager and Acting Secretary Manager being the person who is Secretary of the Club for purposes of the Act and the Registered Clubs Act.

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

Words meaning the singular number also include the plural and vice versa.

Words meaning the masculine gender also include the feminine gender and vice versa.

“In writing” or “written” means written, printed, lithographed or other substitution for writing or partly written and partly printed, lithographed and other modes of reproduction or representing words in a visible form.

“Year” means the Club’s financial year.

## **2 Excluded Regulations**

The regulations contained in the Replaceable Rules referred to in section 141 of the Act are excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.

## **3 Membership (Classification)**

The Board of Directors shall have power to fix from time to time the maximum number of each class of members.

## **4 The Club shall consist only of the following classes of members: -**

**4.1** Ordinary playing members which class shall consist of the following subclasses as may be defined herein and amended by the By-laws from time to time: -

**4.1.1** Full Playing Members

**4.1.2** Senior Members

**4.1.3** Intermediate Members

**4.1.4** Junior Members

**4.1.5** Provisional Members

**4.1.6** Country Members

**4.1.7** Lady Members

**4.1.8** Senior Lady Members

**4.1.9** Provisional Lady Members

**4.1.10** Country Lady Members

**4.1.11** Absentee Members

**4.1.12** Life Members



- 4.1.13 Reciprocal Members
- 4.1.14 Special Long Term Members
- 4.1.15 Long term Member
- 4.1.16 Five Day Members
- 4.1.17 Five Day Lady Members
- 4.1.18 Senior Five Day Members
- 4.1.19 Restricted Members
- 4.1.20 Restricted Lady Members
- 4.1.21 Senior Five Day Lady Members
- 4.1.22 Corporate Nominee members
- 4.1.23 Competition Members
- 4.1.24 Club Life Members

## **5 Membership (Eligibility)**

Full Playing Members shall be members over the age of twenty-four years who have made application for membership in accordance with this Constitution and have been duly admitted as a Full Playing Member and they shall be entitled to full voting rights and to take part in the management of the Club and to receive all privileges connected therewith.

## **6 Senior Members**

All Members who joined the Club on or before 27th November, 1990 must have attained the age of sixty (60) years and have been a member for at least (10) years to qualify for Senior membership.

Members, who joined the Club subsequent to the 27th November, 1990 must have attained the age of sixty (60) years and have been a member for at least twenty (20) years to qualify for Senior membership.

Members, who joined the Club subsequent to the 21st July, 2009 must have attained the age of sixty-five (65) years and have held continuous membership for at least twenty-five (25) years to qualify for Senior membership.

Senior Members shall have the same rights and privileges as Full Playing Members as set out in Article 5 hereof. Members who join Cumberland Country Golf Club Ltd after 1st August, 2019 do not qualify for this membership.

## **7 Intermediate Members**

Shall not be under the age of twenty-two (22) years or have attained the age of twenty eight (28) years on the 1st October in any subscription year. They shall be entitled to vote for the election of members to the Board of Directors. They shall be entitled to receive notices of meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the club.

## **8 Junior Members**

Shall not be under the age of twelve (12) years or have attained the age of twenty-two (22) years on the 1st October in any subscription year.

## **9 Provisional Members and Provisional Lady Members**

Shall be those members who are only permitted to play on the course on days and at times laid down by the Board of Directors and shall be entitled to receive notices of meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the club.

## **10 Country Members and Country Lady Members**

**10.1** Country Members and Country Lady Members shall be those members and Lady members residing one hundred kilometres or more from Cumberland Country Golf Club Limited or such other distance or conditions which the Board of Directors may from time to time by By-law determine.

**10.2** A Country Member and Country Lady Member shall be entitled to play golf on the course and otherwise use the Club at such times and subject to such conditions as the Board of Directors may from time to time by By-law determine. They shall be entitled to vote for the election of members to the Board of Directors and shall be entitled to receive notices of the meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in

**10.3** A Country Member and Country Lady Member may at any time subject to these Articles and as vacancies occur be eligible for transfer to such other class of membership as he requests or the Board of Directors permits upon paying the prescribed entrance fee or the difference between any entrance fee already paid and the prescribed fee and the subscription already paid by such Country Member shall be credited towards the subscription for the class of membership to which such Country Member is applying to be transferred.

No person shall be elected or transferred to Country Membership or Country Lady Membership on or after the date of the Annual General Meeting in 2017 and all Country Members and Country Lady Members (as at the date of the Annual General Meeting to be held in 2017) will be transferred by the Board to Competition Membership of the Club on or before the close of the membership renewal period in 2017."

**10.4** Any member of the Club other than an Honorary member who has acquired the necessary qualifications for Country membership in accordance with the provisions of sub-clause 1 of this Article may at any time subject to this Constitution as vacancies occur be eligible for and may at the discretion of the Board of Directors be transferred to Country membership.

## **11 Lady Members**

Shall be members over the age of twenty eight (28) years who together with Intermediate Members shall have the right to play on the Club's course subject to such regulations and By-laws as the Board of Directors shall see fit to adopt.

Lady Members shall be entitled to vote for the election of Members to the Board of Directors. They shall be entitled to receive notices of meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the club.

## **12 Senior Lady Members**

All Lady Members who joined on or before 27th November, 1990 must have attained the age of sixty (60) years and have been a Lady Member for at least ten (10) years to qualify for Senior Lady membership.

Lady Members, who joined the Club subsequent to the 27th November, 1990 must have attained the age of sixty (60) years and have been a member for at least twenty (20) years to qualify for Senior Lady membership.

Lady Members, who joined the Club subsequent to the 21st July, 2009 must have attained the age of sixty five (65) years and have held continuous membership for at least twenty five (25) years to qualify for Senior membership.

Senior Lady Members shall have the same rights and privileges as Lady Members as set out in Article 12 hereof. Members who join Cumberland Country Golf Club Ltd after 1st August, 2019 do not qualify for this membership.

## **13 Absentee Members**

Shall be Ordinary members who under special circumstances, as determined by By-law from time to time by the Board of Directors, may apply to be absent for a period not exceeding two (2) years.

## **14 Life Members**

**14.1** Life Member shall mean such person who being a Full Playing Member or Lady Member of the Club shall on the recommendation of the Board of Directors be elected by any General meeting of the Club a Life member thereof in recognition of conspicuous and meritorious services to the Club and shall thereafter be entitled to all the privileges of membership including voting rights and eligibility to accept any elected Office of the Club without paying the annual subscription or any special payment for Life Membership except such as may be regarded necessary by the Board of Directors to conform with the provisions of the Liquor Act, 1912/Registered Clubs Act or any Act amending the same.

**14.2** To be eligible for consideration as a Life Member, a Member or Lady Member shall have a minimum of 12 years' service on the Board, with a minimum of 6 years as Director in Charge of some aspect of the Club and/or as an Executive, or alternatively a Member with a minimum of 25 years Membership with distinguished service.

## **15 Reciprocal Members**

They shall, upon application and subsequent receipt of approval from the Board of Directors, be eligible to participate in normal Club competitions, paying the specified competition fee. They shall be restricted to a maximum number of competition games or as otherwise determined from time to time in the By-laws. Reciprocal Club members may be accepted as Full Playing members on payment of the current Entrance fee and Annual subscription, and will be granted priority over other membership applications.

## **16 Five Day Members**

Shall be duly elected members over the age of twenty four (24) years who unless otherwise determined by the Board of Directors shall only be entitled to play on the golf course on Mondays to Fridays of each week including public holidays and shall not be entitled to play in Club

competitions or practice on the golf course on Saturdays or Sundays. They shall be entitled to vote for the election of members to the Board of Directors and shall be entitled to receive notices of the meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the club.

## **17 Five Day Lady Members**

Shall be duly elected Lady members over the age of twenty four (24) years who unless otherwise determined by the Board of Directors shall only be entitled to play on the golf course on Mondays to Fridays of each week including public holidays and shall not be entitled to play in Club competitions or practice on the golf course on Saturdays or Sundays. They are not eligible to play in championship events. They shall be entitled to vote for the election of members to the Board of Directors and shall be entitled to receive notices of the meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the club.

## **18 Senior Five Day Members**

Shall be duly elected members subject to the rights and limitation described in Article 17 who have also met the age and tenure of membership conditions applicable to Senior Members.

- 18.1** Senior Five Day Lady Members shall be duly elected Lady members subject to the rights and limitation described in Article 18 who have also met the age and tenure of membership conditions applicable to Senior Members. Members who join Cumberland Country Golf Club Ltd after 1st August, 2019 do not qualify for this membership.

## **19 Restricted Members**

Shall be duly elected members who have made application to and been approved by the Board of Directors to this category of membership. They shall be over the age of twenty four (24) years and unless otherwise determined by the Board of Directors shall be entitled to play in members competition rounds excluding championship events. For each competition round played such member shall pay a green fee in addition to the competition fee. They shall be entitled to vote for the election of members to the Board of Directors and shall be entitled to receive notices of the meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the Club.

“No person shall be elected or transferred to Restricted Membership on or after the date of the Annual General Meeting in 2017 and all Restricted Members (as at the date of the Annual General Meeting to be held in 2017) will be transferred by the Board to Competition Membership of the Club on or before the close of the membership renewal period in 2017.”

## **20 Restricted Lady Members**

Shall be duly elected Lady Members who have made application to and been approved by the Board of Directors to this category of membership. They shall be over the age of twenty four (24) years and unless otherwise determined by the Board of Directors shall be entitled to play in Lady members competition rounds excluding championship events. For each competition round played such Lady member shall pay a green fee in addition to the competition fee. They shall be entitled to vote for the election of members to the Board of Directors and shall be entitled to receive notices of the meetings of the club and to attend and vote on any resolution but shall not be eligible to hold office in the Club. “No person shall be elected or transferred to Restricted Lady Membership on or after the date of the Annual General Meeting in 2017 and all Restricted Lady Members (as at the date of the Annual General Meeting to be held in 2017) will be transferred by the Board to

Competition Membership of the Club on or before the close of the membership renewal period in 2017.

## **21 Special Long Term Members**

Shall be full playing members or senior members or Lady members or senior Lady members or 5 day members or senior 5 day members subject to the qualification and with the rights, privileges and annual subscription set out in this clause.

**21.1** Minimum of 25 years membership or at the Board's discretion

**21.2** Full member's rights excluding competition golfing rights and the right to be elected as a member of the club's Board of Directors.

**21.3** Annual Subscription \$2 or such amount as the members might determine in accordance with Article 61.1.

### **21A Long Term Member**

Long Term Members shall be Full Playing Members, Senior Members, Lady Members or Five-Day Members who have a minimum 50 years continuous golfing membership at Cumberland Country Golf Club.

Long Term Members shall have the same rights and privileges as Full Playing Members as set out in Article 5 hereof.

The Annual Subscription shall be 50% of the Annual Subscription applicable to a Full Playing Member as determined in accordance with Article 57.1.

### **21B Corporate Nominee Members**

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

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

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

(d) The entrance fee for a Corporate Nominee member shall be \$8,000 plus GST for the first member and \$5,000 plus GST for each Corporate Nominee member thereafter. All other conditions of Corporate Nominee membership will be the subject of an agreement (which will not be inconsistent with this Constitution) between the Club and the corporation or other business entity which nominated the Corporate Nominee member, including that the corporation or other business entity will be liable to the Club to pay the annual subscription of each Corporate Nominee member who is nominated by that corporation or other business entity.

- (e) The Corporate Nominee member shall be entitled to all playing and social privileges of Full members but shall not have the right to:
  - (i) attend or vote at any meeting of the Club;
  - (ii) nominate any person for election to the Board;
  - (iii) hold office on the Board or of any committee of the Club;
  - (iv) propose or second any person for membership of the Club.
- (f) A Corporate Nominee member will be subject to the terms of this Constitution.
- (g) If a Corporate Nominee member is suspended or expelled from membership the corporation or other business entity which nominated that Corporate Nominee member will not be entitled to any refund on the entrance fee or annual subscription paid for membership of that Corporate Nominee member.

## **21C Competition Members**

Shall be persons who have attained the age of eighteen (18) years and who have been elected or transferred to Competition membership of the Club in accordance with this Constitution. Competition members shall be entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) to introduce guests into the Club;
- (c) attend and vote at any meeting of the Club

Competition members shall not be entitled to nominate for or be elected or appointed to the Board.

## **21D Club Life Members**

Shall be persons have attained the age of eighteen (18) years and who have elected or transferred to Club Life membership of the Club in accordance with this Constitution.

Club Life members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests into the Club.

Club Life members shall not be entitled to 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.

## **22 Social Members**

Shall be persons aged over eighteen (18) years who are entitled to use the Clubhouse facilities only. They shall not be entitled to vote for the election of members to the Board of Directors, they shall have no right to attend or otherwise vote at general meetings of the members, nor shall they have any interest in the property of the Club.

## **23 Honorary Members**

- 23.1** Honorary Members shall comprise only the patron or patrons of the Club for the time being and such prominent citizen or local dignitary as may be admitted to Honorary Membership in accordance with this Constitution and any procedures established by the Board of Directors from time to time for admission of such members.
- 23.2** Honorary Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board of Directors or hold any office in the Club or to participate in the management, business or affairs of the Club.
- 23.3** Honorary Members shall not be liable to pay any entrance fee or subscription.
- 23.4** The Board of Directors has power at any time to cancel the membership of an Honorary Member without notice and without giving any reason therefore.
- 23.5** The Board of Directors may at their discretion at any time admit as an Honorary Member and, for the duration of their visit, a person visiting the Club premises for some special occasion or function where such person has the qualifications requisite under the Registered Clubs Act for an Honorary Member.

## **24 Temporary Members**

- 24.1** Temporary Members shall comprise such of the following persons as may be admitted to Temporary Membership in accordance with this Constitution and any procedures established by the Board of Directors from time to time for admission of such members:
- 24.2** A person residing not less than 5km from the Club House.
- 24.3** Members (as defined in The Registered Clubs Act) of another registered Club having similar objects to this Club and in particular without limiting the latter full members of a golf club.
- 24.4** Overseas, country or interstate visitors or persons residing outside a radius of five (5) km from the Club premises for the duration of their visit.
- 24.5** Full members of another Club 18 years of age or over visiting the Club at the invitation of the Board of Directors or a member for the purpose of participating in an organised sport or competition for the day of the competition only.
- 24.6** Temporary Members shall not be required to pay any entrance fee or subscription.
- 24.7** Temporary Members shall not be entitled to introduce guests to the Club.
- 24.8** Temporary Members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to any office as a Director or hold any other office in the Club or to participate in the management, business or affairs of the Club.
- 24.9** The Board of Directors or the General Manager of the Club has power to cancel the membership of any Temporary Member at any time without notice and without assigning any reason therefore.

## **25 Membership Rights**

- 25.1** Full Playing Members, Senior Members and Life Members only shall have the right to be elected as members of the club's Board of Directors.
- 25.2** Full Playing Members, Senior Members, Life Members, Special Long Term Members, Lady Members, Senior Lady Members, Intermediate Members, Country and Country Lady Members, Five Day and Five Day Lady Members, Senior Five Day Members and Senior Five Day Lady Members, Provisional Members and Provisional Lady Members, Competition, Restricted Members and Restricted Lady Members only shall have the right to receive notices of meetings of the club and to attend and vote on any resolution.
- 25.3** All persons who on these articles coming into force are members and all other persons who shall be admitted to membership or who shall be transferred from one class of membership to another in accordance with this Constitution and By-laws made hereunder shall be members of the class to which they respectively shall have been or shall be hereafter elected or transferred.

## **26 Visitors**

- 26.1** All members, other than Temporary members, shall have the privilege of introducing guests to the Club.
- 26.2** Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by the Registered Clubs Act.
- 26.3** No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 26.4** No member shall introduce any person as guest:
- (a) Who has been suspended from the Club;
  - (b) Whose membership is suspended;
  - (c) Who is then refused admission to or has been turned out of the Club pursuant to Section 77 of the Liquor Act.
- 26.5** Members shall be responsible for the conduct of any guests they may introduce to the club.
- 26.6** The Board shall have the power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 26.7** No guest of a member shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 26.8** A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 26.9** A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.



- 26.10** The General Manager or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

## **27 Variations or Alterations to Classes of Memberships**

- 27.1** Subject to this Constitution the Board of Directors shall have the power to vary or alter the qualifications and conditions applicable to the various classes of membership and the numbers thereof at its discretion but shall give notice to the members of any alteration to such qualifications and conditions by fixing a notice to the notice board for a period of not less than 28 days before such alterations shall come into effect.

The members may confirm, rescind, vary or modify such alterations by ordinary resolution passed at a Special General Meeting requisitioned in accordance with this Constitution.

- 27.2** Any member who at any such date is not in any of the abovementioned classes shall be classified by the Board of Directors.
- 27.3** The rights and privileges of every member shall be as defined by this Constitution or as limited by the Board of Directors from time to time in the By-laws.
- 27.4** The number of members shall not exceed the number from time to time fixed by the Board of Directors and the number of Full Playing members shall at all times exceed the total number of members without full voting rights.

Such total number of members not to include Social members.

## **28 Signatories to the Constitution**

The first members of the Club shall be the signatories to this Constitution.

## **29 Membership (Admission)**

The election of members shall be by the Board of Directors among the members of such Board as may be required.

- 29.1** The Board of Directors shall have the power to make By-laws regulating all matters in connection with the election of members not otherwise provided by this Constitution.
- 29.2** The Board of Directors shall have power under what they may consider special circumstances to recommend for immediate election persons who have previously been members of Cumberland Country Golf Club Limited or persons whose admission the Board of Directors may consider would be to the advantage of the Club on such terms and conditions as the Board may think fit, provided that not more than five such persons shall be so elected as Ordinary members in any one year. The provisions of Article 30.3 shall apply to this clause.
- 29.3** Every candidate for full playing, provisional, Competition, five day or country membership shall be proposed by a person with not less than five (5) years standing as a full playing member and seconded by a full playing member with not less than twelve (12) months standing. Every candidate for any other class of playing membership shall be proposed by any other playing member with not less than twelve (12) months standing and seconded by any other playing member with not less than twelve (12) months standing. No person under the age of eighteen (18) years may propose or second any application for membership of the Club. Every nomination shall

be made in writing on the Club's official nomination form and shall give the full name and address of the candidate and be signed by the candidate, his proposer and seconder. The Board of Directors shall be empowered to alter the nomination form as it may from time to time require.

- 29.3.1** A member may propose one or more candidates for any class of playing membership of the Club in any one financial year. Notwithstanding that the board may from time to time determine by By-Law that social members may have limited access to the course, they shall not be deemed to be playing members for the purposes of Article 30.3. There shall be no limit on the number of proposals which may be seconded by any member of the club for any class of membership.
- 29.3.2** Every applicant for social membership of the club shall be required to complete an application form, which must be signed by the club's General Manager. It will not be necessary for the application to be proposed or seconded but in all other respects the application shall be processed in the same manner as other applications for ordinary membership of the club.
- 29.3.3** Where an applicant for playing membership is unable to have a proposer nominate him or her for such membership, a member of the Board with an eligible seconder may be permitted to propose the new member and in this instance, the limitations imposed by paragraph 30.3.1 may be waived.
- 29.4** Candidates for membership shall in the first instance supply the following information in writing on the official nomination form.
- 29.4.1** Full name and address
- 29.4.2** Date of birth
- 29.4.3** Whether a member of any other Club and the name of such Club
- 29.4.4** Occupation
- 29.4.5** Such further information as the Board of Directors at its discretion may require.
- 29.5** Every nomination for membership shall be lodged with the General Manager.
- 29.6** Particulars of names and addresses of candidates for membership shall be posted by the General Manager on the notice board in a conspicuous place in the Club premises and shall remain posted for at least fourteen (14) days and when that period has expired and not until then the nomination shall be submitted by the General Manager to the Board of Directors.
- 29.7** The election of members shall be by the Board of Directors at a meeting or meetings duly convened. The Board of Directors may reject any application for membership without assigning any reason for such rejection. When applications for membership come before the Board of Directors negative votes in the ratio of one in three shall exclude the applicant from election.
- 29.8** The General Manager shall keep a record of the names of the persons present and voting at such meetings.

On the election of a member the General Manager shall at once give such member notice of his election forwarded or posted to the address given on his nomination form for membership and shall issue with such notice an account for the fees and subscriptions due and payable by the member which account shall specify the due date of payment.

Every person elected to membership and informed of their election as directed by the foregoing Article shall be deemed to agree to pay the entrance fee and annual subscription and other fees and

charges as prescribed in the Constitution or By-laws from time to time in force and the payment of the said entrance fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.

Every person elected to membership shall be required to pay within one month of the date of Notice of Election the fees and/or subscription specified in the account rendered to them with the Notice of Election failing which payment the election shall be declared null and void.

### **30 Patron**

There shall be one Patron who shall be elected at each Annual General Meeting to such position. The Patron shall hold office until the next Annual General Meeting.

### **31 Officers of the Club**

The Executive Officers of the Club shall be President, Vice-President, Captain, Vice-Captain and Honorary Treasurer.

### **32 Board**

**32.1** The business and general affairs of the Club shall be under the management of a Board of Directors consisting of a President, Vice-President, Captain, Vice Captain, Honorary Treasurer and Two Directors. The Board of Directors shall meet at least once in every month and Five (5) members of the Board of Directors shall be required to constitute a quorum.

**32.2** No person shall be qualified to be a member of the Board of Directors who is not a Full Playing member or a Life member or a Senior member of the Club.

### **33 Election of the Board**

**33.1** The election of the Board shall be conducted in the following manner:

**33.1.1** The Board shall appoint a Returning Officer and an Assistant Returning Officer to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.

**33.1.2** Notice of the date and time of the last day for receiving nominations for election to the Board shall be prominently posted on the Club Notice Board at least forty two (42) days prior to the date fixed for the Biennial General Meeting.

**33.1.3** Nominations shall close at least thirty five (35) days prior to the date fixed for the Biennial General Meeting and must be delivered to the Secretary on or before that date.

**33.1.4** Nominations for election to the Board shall be made in writing and signed by one and seconded by another eligible member and signed by the nominee who shall thereby signify his or her consent to the nomination.

**33.1.5** A nomination can be withdrawn at any time prior to the close of nominations.

**33.1.6** An eligible member may be nominated for more than one office.

- 33.1.7** The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board not less than twenty eight (28) days before the Biennial General Meeting.
- 33.1.8** If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- 33.1.9** If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- 33.1.10** If there be more than the required number nominated for any position an election shall take place in respect of that position.
- 33.1.11** If an election is required pursuant to Rule 33.1.10, the following shall apply:
- (a) The ballot shall be conducted by way of electronic voting.
  - (b) At least five (5) days before the commencement of voting, the Returning Officer must issue a notice to each member entitled to vote which confirms:
    - (i) the procedures to be followed for voting; and
    - (ii) the dates and times when members can vote;
    - (iii) any other details which may be required for voting.
  - (c) The ballot shall be conducted in such manner and on such dates and during such times as may be determined by the Board from time to time.
  - (d) A ballot paper shall be prepared with the order of the names of the nominees determined by lot conducted by the Returning Officer and Assistant Returning Officer;
  - (e) Members must record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
  - (f) The ballot shall be conducted and determined in accordance with the preferential voting system.
  - (g) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 36 the order of seniority shall be President, Vice President, Captain, Vice Captain, Honorary Treasurer and Director.
  - (h) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
  - (i) The Returning Officer shall report the result of the ballot to the meeting.
  - (j) If the Returning Officer is not present, the Assistant Returning Officer shall perform the duties of the Returning Officer.
  - (k) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or Assistant Returning Officer.

(l) If at the close of the meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled by the Board.

**33.2** The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 36.1.

**33.3** The Club will provide a computer in the premises of the Club for members to vote if members do not have access to a computer for this purpose.”

**33.4** At each Biennial General Meeting the Chairperson will announce the result of the ballot for the election of officers f

**33.5** If any member of the Board of Directors:

**33.5.1** Dies,

**33.5.2** Fails to attend a regular Board meeting for three consecutive meetings without leave of absence,

**33.5.3** Resigns,

**33.5.4** Ceases to be a member of the Club,

**33.5.5** Be convicted of a felony or of any misdemeanour or indictment,

**33.5.6** Becomes bankrupt,

**33.5.7** Becomes medically declared of unsound mind,

**33.5.8** Becomes prohibited from being a Director under any provision of the Companies Act his office shall be declared vacant by the Board of Directors and he shall ipso facto cease to be a member of the Board of Directors which may appoint a successor to hold office until the next election at the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.

## **34 Vacancies in Board of Directors**

**34.1** A member of the Board of Directors may retire from office upon giving of one week's notice in writing to the Club of his intention to do so and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

**34.2** The continuing members of the Board of Directors may act notwithstanding any vacancy in their body but so that if the number falls below Five the Board of Directors shall not act except for the purpose of filling up vacancies.

**34.3** A member of the Board of Directors may in conjunction with this office hold any other office in the Club in an acting capacity on such terms as the Board of Directors may arrange.

**34.4** If any General Meeting at which the election of the Board of Directors ought to take place the places of the retiring Board of Directors are not filled they shall if willing continue in office until the General Meeting in the next year and so on from year to year until their places are filled.

### **34A.1 Removal from Office of Directors by Members**

The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
- (b) appoint another person or persons in his or her or their place provided any person so appointed is eligible to be a director in accordance with this Constitution.

**34A.2** Any person appointed pursuant to Article 37A.1 (b) shall hold office for the remainder of the term of office of the person he or she replaces.

**34A.3** Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

#### **34B Declarations of Interest by Directors**

**34B.1** Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:

- (a) declare the nature of the interest at a meeting of the Board; and (b) comply with Article 37B.6.

**34B.2** Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the General Manager of the Club within fourteen (14) days.

**34B.3** A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

**34B.4** A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

**34B.5** Articles 37B.1 to 37B.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

**34B.6** Prohibition on Directors with Material Interest from Voting. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) must not vote on the matter; and
- (b) must not be present while the matter is being considered at the meeting.

#### **34C Contracts with Directors**

**34C.1** In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which the director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

**34C.2** A “pecuniary interest” in a company for the purposes of Article 37C.1 does not include any interest exempted by the Registered Clubs Act.

#### **34D Contracts with General Manager**

**34D.1** Subject to Article 37D.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

(a) the General Manager; or

(b) any close relative (as defined in the Registered Clubs Act) of the General Manager;

(c) any company or other body in which the General Manager or a close relative of the General Manager has a controlling interest (as defined by the Registered Clubs Act).

**34D.2** Article 37D.1 does not prevent the Club entering into a contract with any of the above persons which is:

(a) a contract of employment; or

(b) otherwise permitted by the Registered Clubs Act.

#### **35 Board of Directors - Remuneration**

**35.1** No member of the Board of Directors shall receive any remuneration for his services in his capacity as such Board of Directors member.

#### **36 Powers of the Board of Directors**

**36.1** The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the Board of Directors shall have power from time to time:-

**36.2** To appoint from among its members or from members of the Club Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Committees such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minutes of the Board of Directors appointing the Committee the quorum of all Committees shall consist of a majority of the members of such Committee.

**36.3** Subject to this Constitution to make By-Laws, rules or regulations not inconsistent with the Constitution of the Club as in the opinion of the Board of Directors 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 rules or regulations.

**36.4** To enforce the observance of all By-laws rules or regulations, by suspension from enjoyment of the Club privileges or of any of them or otherwise as the Board of Directors thinks fit.

- 36.5** To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- 36.6** To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, representatives, agents or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emolument or other remuneration but no payment or part payment to any General Manager or other employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- 36.7** To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- 36.8** To secure the fulfilment of any contracts or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- 36.9** To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- 36.10** To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments, with not less than two (2) signatories.
- 36.11** To invest and deal with any of the moneys of the Club not immediately required for the purpose of the Club in such securities and in such manner as the Board of Directors may think fit and from time to time vary or realise such investments.
- 36.12** From time to time at its discretion to borrow or secure the payment of any sum or sums of money for purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as approved by the members at a Special General Meeting for amounts in excess of \$500,000 in any one year which amount shall be quantified after first deducting the amount of any principal loan repayments made by the Club in that year and in particular by the issue of debentures or debenture stock, perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special right and privileges which the Board of Directors may think proper to confer on the holders.
- 36.13** The Board of Directors shall not undertake expenditure upon any one item of a capital nature, or property, rights or privileges which the Club is authorised to acquire the cost of which is in excess of One Hundred Thousand Dollars (\$100,000) without the prior approval of a General Meeting.
- 36.14** To sell lease exchange or otherwise dispose of any furniture fittings equipment plant goods or other property rights and, subject to Section 41J of the Registered Clubs Act, to dispose (as that term is defined in that Section) of any real property owned or occupied by the Club.
- 36.15** To fix the maximum number of each class of members who may be admitted to the Club.
- 36.16** In addition to the powers contained in this Constitution to expel, caution or suspend for such periods as it thinks fit any member who shall wilfully infringe any provisions of the Constitution of the Club or of the By-Laws rules or regulations of the Club or who shall in the opinion of the Board



of Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.

- 36.17** To impose any restrictions or limitations on the rights and privileges of members, Honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

## **37 By-Laws or Regulations**

- 37.1** Any By-Law rule or regulation made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law rule or regulation on the notice board.
- 37.2** The members entitled to vote in General Meeting may revoke and disallow any such By-law rule or regulation provided that the notice convening the meeting states that the notice has been received as provided for in this Constitution and also specifies the By-law rule or regulation objected to.
- 37.3** Any By-law rule or regulation made pursuant to this Constitution may be altered or rescinded by an ordinary resolution passed at a General Meeting requisitioned in accordance with this Constitution.

## **38 Meetings of the Board of Directors**

- 38.1** The Board of Directors shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board of Directors shall be entered in a book provided for the purpose. The President may at any time and the General Manager shall upon the request in writing of four (4) members of the Board of Directors convene a meeting of the Board of Directors with due notice given to all members of the Board of Directors.
- 38.2** The President if present shall be entitled to preside at all meetings of the Board Of Directors, in his absence the Vice-President shall be entitled to preside and in the absence of the President and Vice-President the meeting shall elect another member of the Board of Directors to be Chairperson of the meeting and the General Manager shall take the chair for the purpose only of the election but without right to vote. Any person except the General Manager acting as Chairperson of a meeting of the Board of Directors shall have the same voting powers as are provided in this Constitution.
- 38.3** Five (5) members of the Board of Directors shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting 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 (15) minutes from the time appointed for the meeting the members present shall be a quorum.
- 38.4** Each member of the Board of Directors shall have one (1) vote only, except in the case of the Chairperson of the meeting who in the case of an equality of votes shall have a second or casting vote.

## **39 Committees**

- 39.1** In accordance with Rule 36.2, the Board shall have the power to create committees to deal with various aspects of the Club's activities. The composition of those committees and their duties and responsibilities shall be determined by the Board.

## **40 Competitions**

- 40.1** The Board of Directors 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. Andrew's 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 by the By-Laws and Local Rules of the Club shall be the Golf Rules of this Club.
- 40.2** No member of any class shall compete for any prize whilst they may be in arrears as to any moneys due by them to the Club. Penalty for any breach of this Article shall be disqualification. The acceptance of any entry fee for any competition by any officer or servant of the Club shall not exonerate any member from this penalty.

## **41 General Manager**

- 41.1** The Board of Directors shall from time to time appoint a General Manager with or without remuneration. The General Manager shall (inter alia) perform such duties and do such acts and things as are required to be performed and done by a General Manager of a Club in accordance with the Liquor Act, Registered Clubs Act, or any Act amending the same.
- (a) Neither the General Manager nor any employee, director or member of any committee of the club shall be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (b) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (c) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- 41.2** The General Manager shall hold office during the pleasure of the Board of Directors and shall on all occasions in the execution of his office act under the supervision, direction and control of the Board of Directors to which he shall be responsible and its instruction shall be sufficient authority for any of his acts.
- 41.3** It shall be the General Manager's duty to conduct and manage the affairs of the Club under the direction of the Board of Directors and to keep in books provided for the purpose full and accurate minutes of all resolutions and proceedings at all meetings of members as well as all meetings of the Board of Directors and Sub-Committees and to keep a record of the names of Board members present and voting at meetings for admission of members and to keep a Register of Members and such books and records as may be thought by the Board of Directors to be necessary for the purpose of fully and correctly showing the Club's operations, position and affairs.
- 41.4** The General Manager shall receive all monies of the Club and shall pay the same into the Bank at which the Club transacts its business.
- 41.5** The General Manager shall keep an account of all monies received and disbursed in appropriate books and such books shall be open for inspection by any member of the Board at all times.

- 41.6** All accounts exceeding an amount determined by the Board of Directors from time to time by By-law shall be certified as correct by the Board before being handed to the General Manager for payment. No cheques shall be drawn in payment of any such account unless such procedure shall have been carried out. All accounts which have been paid shall be produced by the General Manager at the next Board of Directors Meeting for confirmation. All disbursements shall be made by cheque, provided that an exception may be made of payment of wages and salaries of employees of the Club or for petty cash items for which one cheque may be drawn and varied amounts to the value of such cheque paid in cash.
- 41.7** The General Manager shall when directed by the Board of Directors deliver up all books, vouchers and property to any person duly authorised by the Board of Directors.
- 41.8** The General Manager shall with the subsequent approval of the Board of Directors, have power to hire and employ all classes of persons whose service may be considered necessary for the purposes of the Club and pay them in return for services rendered to the Club salaries and wages fixed by the Board of Directors.
- 41.9** The General Manager shall have the power to discontinue at any time the services of any employee with or without notice for inefficiency, irregularity of conduct, disobedience of orders or for any other cause except those employees under specific agreements.
- 41.10** The General Manager shall supervise the purchase of all goods, materials or provisions required by the Club and shall issue all official orders thereof.
- 41.11** Should the office of General Manager become vacant, or should he be temporarily absent or unwilling to act, the Board of Directors shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the General Manager.

## **42 General Meeting**

- 42.1** The Annual General Meeting of the Club shall be convened not later than 31st of July in each year at such time and place as may be determined by the Board of Directors provided always that an Annual General Meeting shall be held at least once in every calendar year and in accordance with the Act.
- 42.2** Such general meeting shall be convened for the purpose of receiving the report of the President and/or the outgoing Board of Directors and Balance Sheet for the preceding Financial Year ended on 31st March in that year.
- 42.3** In the case of a Biennial General Meeting, the Election of Patron.
- 42.4** In the case of a Biennial General Meeting, the Election of Executive Officers for the ensuing Financial Year.
- 42.5** In the case of a Biennial General Meeting, the Election of other Directors for the ensuing year.
- 42.6** Election of Auditor, if required.
- 42.7** Transacting business in accordance with Article 49.1 of the Constitution or the Rules of the Club.
- 42.8** To receive recommendations by way of general business.

**42.9** The above mentioned General Meeting shall be called the Annual General Meeting. All other General Meetings shall be called either Special General Meetings or Extraordinary General Meetings.

### **43 Annual Accounts**

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

- (a) the financial report of the Club; and
- (b) the directors' report;
- (c) the auditors' report on the financial report.

### **44 Special Meeting**

**44.1** Special and Extraordinary General Meetings of the club shall be convened by the Board of Directors or in pursuance of a requisition to the General Manager signed in one document by one hundred (100) members empowered to vote notice of which meeting shall be given in accordance with this Constitution.

It shall not be competent for such meeting to transact any other business than that for which the meeting is specially summoned, or any amendment which in the opinion of the Board of Directors shall bear directly thereon.

**44.2** The date of such meeting shall be within 40 days of receipt of such requisition, provided that if such meeting is not called within fourteen (14) days of receipt of the requisition 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 meetings of members.

### **45 Notice of General Meetings**

**45.1** Every notice convening a General Meeting shall specify the place the day and the hour of the meeting and information concerning the business proposed to be transacted as is required to be given by this Constitution or the act. Notices of Motion from members for proposal and debate at General Meetings shall be given, in writing and duly seconded, to the General Manager no later than May 1st each year.

**45.2** Every notice convening a General Meeting shall be given in the manner prescribed by this Constitution to those members who are entitled to attend and vote at General Meetings under the provisions of this Constitution and a copy shall be posted on the Notice Board.

**45.3** The period of notice with respect to General Meetings shall be as follows:-

**45.3.1** Twenty one (21) days in respect of General Meetings as are convened for purposes other than those requiring the passage of a Special Resolution.

**45.3.2** Twenty-one (21) clear days in respect of Special General Meetings as are convened for the purpose of passing a Special Resolution.

- 45.4** Neither the accidental omission to give notice of a meeting to nor the non- receipt of a notice of a meeting by any member nor the omission to post a copy on the Notice Board shall invalidate the proceedings at any meeting.

## **46 Quorum for Meetings**

At the Annual General Meeting each year and at all other Extraordinary or Special Meetings fifty (50) members entitled to be present under this Constitution and present in person shall constitute a quorum. If a quorum be not present within thirty (30) minutes of the time fixed for an Annual Extraordinary or Special General Meeting the meeting if convened on or by the requisition of the members shall be dissolved; if convened by the authority of the Board of Directors it shall be 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 thirty (30) minutes from the time appointed for the meeting the members present shall be a quorum.

## **47 Proceedings at General Meeting**

- 47.1** The business of an Annual General Meeting shall be that prescribed in Articles 46.1 to 46.8 of this Constitution.
- 47.2** The President shall if present be entitled to preside at all General Meetings of the Club. Should he be absent the same procedure for the appointment of the Chairperson shall be followed as is provided in Article 41.2 of this Constitution for the appointment of a Chairperson at a meeting of the Board of Directors.
- 47.3** Every question submitted to a General Meeting of the Club or to any meeting of the Board of Directors or any Sub-Committee shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
- 47.4** In the case of every question submitted to a General Meeting of the Club of which written notice of the question has been duly given in accordance with this Constitution, the Chairperson shall include as valid votes, on a show of hands and on a poll, valid votes by members duly received by poll on such question conducted prior to that meeting in a manner similar to the ballot for office bearers of the Club as set out in Articles 35.4 to 36.22 of this Constitution.
- 47.5** At any General Meeting unless a poll is demanded by the Chairperson or by at least ten (10) members present and entitled to a vote at the meeting a declaration by the Chairperson 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 the effect in the book of proceedings 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.
- 47.6** If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairperson 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. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
- 47.7** The Chairperson 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 be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**47.8** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

**47.9** Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given unless such meeting is adjourned for 21 days or more. At least five days notice of the place and hour of meeting of such adjourned meeting shall be given in accordance with the provisions of this Constitution. Every notice shall be signed by the General Manager of the Club for the time being or by such other officer or person as the Board of Directors appoints for the purpose except in the case of a meeting convened by members entitled to take place in the management of the Club in accordance with this Constitution in which case the notice be signed by the members convening the same. The signature may be written, printed or stamped.

## **48 Alteration of the Constitution**

This Constitution of the Club can only be amended by way of a Special Resolution passed at an Annual General Meeting or Special General Meeting by votes from a majority of not less than three-quarters of those members who, being eligible to vote and who being present at the meeting, vote on the Special Resolution.

## **49 Interpretation of the Constitution**

The interpretation of this Constitution at any meeting shall be, in the first place, left to the Chairperson but any member present may, if he thinks fit, require the Chairperson to submit the question of interpretation to the meeting, and if the decision of the meeting be adverse to the opinion of the Chairperson, he must submit to such decision.

## **50 Votes of Members**

**50.1** Every member eligible to vote shall both on a show of hands and on the taking of a poll or ballot have one vote.

**50.2** No member entitled to vote shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless they shall have paid all instalments of entrance fee and annual subscription and all other monies due to the Club at the time of such meeting.

## **51 Cessation of Membership**

**51.1** A member at any time by giving one month's notice in writing to the General Manager may resign his membership of the Club but shall continue liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding two dollars as a member of the Club under Article 61.1 of this Constitution.

**51.2** Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any monies due or payable under the provisions of Article 61.1 of this Constitution.

## **52 Suspension or Expulsion of Members**

**52.1** If any member shall refuse or neglect to comply with the provisions of this Constitution, By-Laws, rules or regulations of the Club or if any member shall in the opinion of the Board of Directors be guilty of any conduct deemed by the Board of Directors to be unbecoming of a member or prejudicial to the interest of the Club such member may be reprimanded, suspended or expelled by resolution of the Board of Directors and such resolution need not state the grounds, facts or opinions upon which it is based:

PROVIDED:

**52.1.1** That at least seven days before the meeting at which such resolution is passed, the member concerned shall have been notified in writing of the intended resolution and requested to be present at the meeting and that he shall at such meeting and before such resolution is passed orally or in writing have had an opportunity of giving any explanation or defence he may think fit.

**52.1.2** That seven (7) days written notice of the meeting to consider the case of a member under this Article shall be given to the members of the Board of Directors and that the notice convening the meeting shall state that the case of the particular member or members and the question of his or their membership are to be considered.

**52.2** Any member so expelled shall have the right of appeal to a Special General Meeting to be summoned, the same procedure of which shall be followed as is provided in Article 48.2 of this Constitution.

**52.3** Should a member incur any debt to the Club or to the Club's staff or employees or persons under contract to the Club (which debt is not covered by the provisions of this Constitution) and fail to discharge such debt upon request in writing by the Board of Directors he may by resolution of a meeting of the Board of Directors be suspended or expelled from membership provided that before so resolving the Board of Directors shall give the member concerned due notice of its intention to take such course.

**52.4** If a notice of charge is issued to a member pursuant to Rule 56.1, the Board by resolution or the Secretary (independently of the Board) shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned."

## **53 Address of Members**

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

## **54 Registers of Members and Guests**

**54.1** The Club shall keep the following registers:

(a) A register of persons who are members in the classes of membership in Article 4.1 which shall be kept in accordance with Section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

- (i) The name in full; and
  - (ii) The occupation;
  - (iii) The address;
  - (iv) The date on which the entry of the member's name in the register is made;
  - (v) The date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) and 31(1)(b1) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) The name in full or the surname and initials; and
  - (ii) The address
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Article 25.5 which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) The name in full or the surname and initials; and
  - (ii) The address;
  - (iii) The date on which the person was admitted as a Temporary member;
  - (iv) The signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
- (i) The name in full or the surname and initials; and
  - (ii) The address;
  - (iii) The date on which the entry of the guest's name in the register is made;
  - (iv) The signature of the member introducing the guest..

## **55 Minutes**

- 55.1** The Board of Directors shall cause minutes to be kept by the General Manager in books provided for the purpose:-
- 55.1.1** Of all appointments of officers made by the Club in General Meeting or by the Board of Directors.
  - 55.1.2** Of the names of the members present and voting at each meeting of the Board of Directors and of the Committees.
  - 55.1.3** Of all orders and resolutions made by the Board of Directors and Committees.



**55.1.4** Of the number of members present and voting at General Meetings of the Club.

**55.1.5** Of all resolutions and proceedings at all meetings either of the Club or of the Board of Directors or Committees. Any such minute of any meeting of the Board of Directors or of any Committee of the Company shall be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting and purporting to be so signed shall be receivable as prima facie evidence of the matters stated in such minutes.

## **56 Financial Year**

**56.1** The financial year shall commence on the first day of April in each year, and shall be deemed to end on the thirty-first day of March in each year.

**56.1.1** The subscription year shall commence on the 1st day of October in each year, and shall be deemed to end on the 30th day of September in each year.

**56.2** Persons admitted as members after the 30th day of September in each subscription year shall be required to pay the appropriate full entrance fee and an annual subscription assessed on a pro rata basis from the first day of the month joining to the end of the subscription year calculated pro rata on a daily basis.

## **57 Entrance Fees and Annual Subscription**

**57.1** The annual subscription and other annual fees or charges payable by any class of membership the amount thereof and the time and manner of payment thereof and all other matters appertaining thereto shall be determined by the members at the Annual General Meeting or any Special General Meeting by ordinary resolution provided that the annual subscription shall not be less than Two dollars (\$2.00).

**57.2** All annual subscriptions shall be charged annually to the account of and be due from the member for the whole of the subscription year and shall be paid annually either wholly in advance or by quarterly or monthly instalments in advance or in such other manner as the members may determine pursuant to the preceding article.

**57.3** Notwithstanding the provisions of Article 61.1 above, the entrance fees for Full, Provisional, Five Day and Lady categories of membership shall be set by the Board of Directors at a figure not to exceed 300% of the annual subscription for these respective membership categories. The entrance fee for all other classes of membership shall be equal to the annual subscription for the respective category or such lesser amount as the Board of Directors in its discretion may from time to time determine.

**57.4** The annual subscriptions and other annual fees or charges payable by any class of membership shall fall due on the 30th day of September each year. The entrance fee shall be due and payable upon admission of a candidate to membership. The Board of Directors shall be empowered to collect the entrance fee by instalments at their sole determination over a period not exceeding two years. If any fee or subscription or call or charge or any instalment thereof shall remain unpaid after it becomes due the member concerned shall be notified by the General Manager in writing within 14 days of the default and if the sum due still remains unpaid at the expiration of one (1) calendar month after the original due date the Board of Directors shall upon exercise of such power debar such member from all privileges of membership and his name shall be removed from the Register.

## **58 Execution of Mortgages Securities**

Subject to the provision hereinbefore contained for the protection of Mortgagees and persons taking securities from the Club the Board of Directors for the time being shall have power to execute all such Mortgages or other securities over all or any part of the undertaking and assets of the Club as may be required for the purpose of securing repayment of moneys now or hereinafter raised, borrowed or owing by the Club.

## **59 Accounts and Reporting to Members**

- 59.1** The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 59.2** The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 59.3** The Board shall report to members in accordance with Division 4 of Part 2M. 3 of the Act by the earlier of twenty one (21) days before each Annual General Meeting or within four (4) months of the end of the financial year of the Club.
- 59.4** The Club must, in accordance with the Registered Clubs Act:
- (a) prepare on a quarterly basis financial statements that incorporate:
    - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
    - (ii) a balance sheet as at the end of the quarter, and
  - (b) provide the financial statements to the Board; and
  - (c) make the financial statements available to the members of the Club within forty-eight (48) hours of the statements being adopted by the Board;
  - (d) indicate by displaying a notice in the form approved by the Director General of Communities NSW on the Club's premises and on the Club's website how the members of the Club can access the financial statements; and
  - (e) provide a copy of the financial statements to any member of the Club or the Director General of Communities NSW on the request (in writing) of the member or of the Director General.
- 59.5** The Club will also record and report information in accordance with Regulation 18 of the Registered Clubs Act Regulation 2009 or any regulation, rule or enactment that replaces Regulation 18. "

## **60 Auditors**

Auditors shall be appointed and their duties regulated in accordance with the provision of Sections Three Hundred and Twenty Four (324) to Three Hundred and Thirty Nine (339) of the Act.

## **61 The Seal**

The Board of Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board of Directors and in the presence of two members of the Board of Directors at the least 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 General Manager or some other person appointed by the Board of Directors.

## **62 Notices**

**62.1** A notice may be given by the Club to any member either personally or by sending it by post to the registered address or if there is no registered address within the State of New South Wales to the address if any within the said State supplied to the Club for the giving of notices. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

**62.2** If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices a notice posted upon the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four hours after it is so posted up.

## **63 Indemnity**

Every member of the Board of Directors and of any Sub-Committee constituted under the Constitution and the General Manager, any other officer of the Club and any person (whether an officer of the Club or not) employed by the Club shall be indemnified by the Club against all liability incurred by him as such member of the Board of Directors or of a Sub-Committee or as General Manager, Officer or Auditor in defending any proceedings whether civil or criminal in which judgement is given in his favour in which he is acquitted or in connection with any application under Section 1318 of the Act in which relief is granted him by the court.

## **64 Miscellaneous**

**64.1** Any heading attached to this Constitution shall not affect the construction.

**64.2** No person under the age of eighteen years shall use or operate or be allowed to use or operate poker machines in the premises of the Club.

**64.3** No liquor shall be sold or supplied to any person under eighteen years of age and no such person shall have or consume any liquor upon the Club premises.

**64.4** Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.

**64.5** Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that

the Club has a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of. Or the fact that the Club has such a licence.

- 64.6** The Board of Directors shall cause a proper register to be kept in accordance with Section 271 (1) and (2) of the Act of all mortgages and charges therein specified.
- 64.7** The sum of ten cents shall be the sum payable by persons other than members and creditors for each inspection of the Register of Mortgages and Charges under Section 271 (3) of the Act.
- 64.8** No employee of the Club shall be a member of the Board of Directors or be eligible to be elected a member of the Board of Directors of the Club or be entitled to vote at any meeting of the Club.

WE the several persons whose names are subscribed being subscribers to the Memorandum of Association of Cumberland Country Golf Club Limited hereby agree to the foregoing Constitution.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

REGINALD ALAN McQUEEN  
33 Lloyd George Avenue, CONCORD.  
Accountant

JAMES EDWARD LITTLEJOHN  
24 Bridge Street,  
LIDCOMBE.  
Garage Proprietor

CLIFTON WHATMUFF  
26 George Street,  
PARRAMATTA.  
Company Director

HAROLD SIDNEY GEORGE STUBBS  
109 Albert Road, STRATHFIELD.  
Company Director

CHARLES HUBERT HANDO  
30 Boomerang Street, MERRYLANDS.  
Sales Director

JOHN CALVELEY  
No. 1 Oldsworth Street,  
MERRYLANDS.  
Aero Rigger

WILLIAM HENRY GROVES,  
7 Woodward Avenue, STRATHFIELD  
Manager

Dated this 11th day of June, 1940.

New South Wales      One Pound Stamp Duty

**NEW SOUTH WALES**

**No. 5382 CERTIFICATE OF INCORPORATION OF COMPANY The Companies Act, 1936**

THIS IS TO CERTIFY

1. that CUMBERLAND COUNTRY GOLF CLUB LIMITED is incorporated under the Companies Act, 1936.
2. that the date of Incorporation of the said Company is the twentieth day of June One thousand nine hundred and forty.
3. that the said Company is limited by guarantee.

GIVEN under my hand, at Sydney, this twentieth day of June One thousand nine hundred and forty.

(Sgd.) W.R. Meehan  
DEPUTY REGISTRAR GENERAL

The Companies Act, 1936

**MEMORANDUM OF ASSOCIATION**

of

**CUMBERLAND COUNTRY GOLF CLUB LIMITED**

Limited by Guarantee and not having a  
Capital Divided into Shares

- 1** The name of the Company is “CUMBERLAND COUNTRY GOLF CLUB LIMITED”.
- 2** The registered office of the Company will be situated at Wentworthville or at such other place in the State of New South Wales as may be determined from time to time.
- 3** The objects for which the Company is established are:
  - 3.1** To carry on and conduct a golf club and play the game of golf upon the golf course situated at Old Prospect Road, Wentworthville, at present owned by Parramatta Golf Links Pty. Limited.
  - 3.2** To promote the games of golf, lawn tennis, bowls and other athletic sports and pastimes upon the said golf course.
  - 3.3** To subscribe to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of this Company.
  - 3.4** To hold or arrange golf or other matches or competitions and to offer and grant or contribute towards the provision of prizes awards and distinctions.
  - 3.5** To buy sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid required by persons frequenting the Company’s golf links and other grounds.
  - 3.6** To purchase take on lease or otherwise acquire any land buildings easements or property real or personal which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Company.
  - 3.7** To construct maintain and alter any buildings or works necessary or convenient for the purpose of the Club.
  - 3.8** To borrow or raise and secure the payment of money in such manner as the Company shall think fit and in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Company’s property (both present and future) including its uncalled capital and to purchase redeem or pay off any such securities.
  - 3.9** To sell and dispose of or to let and demise any land or other property belonging to the Company for such consideration and upon such terms and conditions as the Company may think fit.
  - 3.10** To invest and deal with the moneys of the Club not immediately required in such manner as the Committee may from time to time determine.
  - 3.11** To hire and employ and dismiss secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities and pensions.

- 3.12** To promote conduct and hold social functions amusements and entertainments for the benefit of members and visitors to the Club's premises.
- 3.13** To purchase or otherwise acquire and hold licenses under the liquor laws in force in New South Wales for the purpose of supplying refreshments to persons frequenting the Company's golf course and other premises.
- 4** The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company or other person in return for any services actually rendered to the Company. Provided further that no members of the Board of Directors or Governing Body shall be appointed to any office of the Company paid by fees and that no remuneration shall be given by the Company to any member of such Board of Directors or Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Company.
- 5** The liability of the members is limited.
- 6** Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a member or within one year afterwards for the payment of the debts and liabilities of the Company contracted before the time at which he ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.
- 7** If upon the winding up or dissolution of the Company there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but if so far as effect can be given to the next provision shall be given or transferred to some other club or institution having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court or such other Judge as may have or acquire jurisdiction in the matter.



WE the several persons whose names are subscribed being subscribers to the Memorandum of Association of Cumberland Country Golf Club Limited hereby agree to the foregoing Memorandum of Association.

Name and Address and Descriptions of Subscribers    Witness

REGINALD ALAN McQUEEN,  
33 Lloyd George Avenue, Concord  
Accountant

JAMES EDWARD LITTLEJOHN,  
24 Bridge Street, Lidcombe.  
Garage Proprietor

EILEEN AME CORRY  
190 Liverpool Road, Ashfield.  
Secretary

CLIFTON WHATMUFF,  
26 George Street, Parramatta.  
Company Director

HAROLD SIDNEY GEORGE STUBBS,  
109 Albert Road, Strathfield  
Company Director

CHARLES HUBERT HANDO,  
Secretary  
30 Boomerang Street, Haberfield  
Sales Director

JOHN CALVELEY,  
No. 1 Oldsworth Street, Merrylands.  
Aero Rigger

WILLIAM HENRY GROVES,  
7 Woodward Avenue, Strathfield  
Manager.

DATED this 11th day of June, 1940.