

Corporations Law 1990
Company Limited by Guarantee

**Memorandum
and
Articles of Association
of
NOWRA GOLF CLUB
LIMITED**

(incorporating all amendments
up to and including 1994)

CORPORATIONS LAW
Company Limited by Guarantee
ARTICLES OF ASSOCIATION
OF NOWRA GOLF CLUB LIMITED

INTERPRETATION

1. In these articles:—

“THE ACT” MEANS THE CORPORATIONS LAW

“THE REGISTERED CLUBS ACT” MEANS REGISTERED CLUBS ACT 1976 (AS AMENDED).

“The Club” means Nowra Golf Club Limited;

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

“Board” means Board of Directors of the Club properly elected at a General Meeting.

“Director” means a person properly elected as a director at a General Meeting to serve on the Board.

“Secretary” means any person appointed to perform the duties of a secretary of the Club and includes an honorary secretary;

“Golf” means the game as adopted by the New South Wales Golf Association;

PRELIMINARY

2. The Club is established for the purposes set out in the Memorandum of Association.
3. The Regulations contained in Table “A” of the Fourth Schedule to the Act are excluded and shall not apply to the Club except in so far as they are repeated or contained in the Articles.
4.
 - 4.1 The Club shall be a non-proprietary Club.
 - 4.2 All income of the Club shall be used for the promotion of the purposes for which the members are associated together and no payment of dividends or distribution of profits or income shall be made to or amongst the members of the Club.
 - 4.3 No person other than the Club or its members shall directly or indirectly derive any profit or advantage from any registration of the Club under the Registered Charity Act 1976 and the Liquor Act 1982 (as amended) or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.
 - 4.4 No payment or part payment of any secretary, manager or other officer or servant of the club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
 - 4.5 The Accommodation for members of the Club and their guests shall be provided and maintained from the joint funds of the Club and no person shall be entitled to derive any profit, benefit or advance from the Club which is not shared equally by every member.

AGE — 18 YEARS

5. No liquor shall be sold or supplied to any person under the age of eighteen (18) years, except so far as may be permitted by an amendment to the Liquor Act 1982.
6. No person under the age of eighteen (18) years shall be allowed to operate poker machines in the premises of the Club.

MEMBERSHIP

MEMBERSHIP NUMBERS

7. The number of members with which the Club proposes to be registered is 1500 but the Board may from time to time register an increase of members.

REGISTERS

8. 8.1 The subscribers to the Memorandum and Articles of Association and such other persons as the Board shall admit to membership in accordance with these regulations shall be members of the Club.
- 8.2 The Secretary shall keep on the Club premises a register of members setting forth the names in full, occupations and addresses of all members of the Club and the date of the latest payment by each member of his or her subscription. Such register shall be open at any time to the inspection of any authorised Police Officer.
- 8.3 The Club shall keep a register of persons who are temporary members. This register shall set out the name in full and the address of each temporary member.
- 8.4 The Club shall also keep a register of persons to whom the Board has granted honorary membership (Clause 22.1).
- 8.5 The Club should also keep a register of persons of or over the age of eighteen (18) years who enters the premises of the Club as guests of members. Such register shall have entered herein
 - each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as a guest of a member
 - the surname and initials of the given names and the address, of that guest
 - the date on that day and the signature and membership number of that member.

provided always if any entry in this register is made on any day in respect of the guest of a member it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as a guest of that member.

MEMBERSHIP AGE

9. Other than Junior Members and Sub-Junior Members as hereinafter provided no person under the age of eighteen (18) years or such earlier age as may be permitted from time to time under the provisions of the Liquor Act 1982 and Registered Clubs Act 1976, as amended, shall be admitted to membership of the Club.

CLASSES OF MEMBERSHIP

10. 10.1 Membership of the Club shall consist of the following classes:—
- Ordinary Members
 - Life Members
 - Temporary Members
 - Honorary Members
- 10.2 Ordinary Members shall consist of the following classes:—
- Playing Members
 - Provisional Members
 - Country Members
 - Social Members
 - Junior Members
 - Sub-Junior Members
 - Senior Members
 - Any other class of membership determined by the Board.

RIGHT TO HOLD OFFICE

11. 11.1 Playing Members, Senior Members and Life Members only shall be entitled to hold office in the Club or to be elected or appointed to the Board.
- 11.2 Playing Members, Senior Members and Life Members have the right to nominate any person for membership of the Club and have the right to nominate any member to hold office or become elected or appointed to the Board.

VOTING RIGHTS

12. Life Members, Playing Members and Senior Members shall have the right to vote at a General Meeting on all matters affecting the Club.

RIGHTS OF CLASSES OF MEMBERS

13. Except as provided in article 12, the Board shall have the power from time to time to determine the rights, privileges and restrictions which shall apply to the various classifications of membership and from time to time to vary such rights, privileges and restrictions.

LIFE MEMBERS

14. 14.1 The members in general meeting may elect as a Life Member any member who has been a Playing Member or Senior Member of the Club and who has rendered exceptional services to the Club.
- 14.2 Every Life Member so elected shall be entitled to all privileges of the Club during his or her life without payment of any subscriptions, levy or other fees except such as may be regarded by the Board as necessary in order to conform with the provisions of the Liquor Act 1982.
- 14.3 Not more than one Life Member shall be elected in any one financial year.

PLAYING MEMBERS

15. 15.1 Any person over the age of eighteen (18) who:—
- Is or has been a player of golf, or
 - Is desirous of becoming and being a player of golf and who is desirous of playing golf at or for and on behalf of the Club shall be eligible for membership as a Playing Member.
- 15.2 Playing Members shall be eligible to play in any Club competition in which they are eligible by sex to compete.

PROVISIONAL MEMBERS

16. 16.1 Provisional Members upon payment of the fee set by the Board shall be subject to such limited playing rights as the Board may from time to time impose.

- 16.2 Provisional Members shall with the approval of the Board be entitled to be transferred to Playing membership as vacancies occur.
- 16.3 Provisional Members shall be transferred in the order of their election as Provisional Members.
- 16.4 If two or more Provisional Members were elected on the same date, the order of their transfer to Playing membership shall be determined by the Board.
- 16.5 Provisional Members may sign in guests.

COUNTRY MEMBERS

17. 17.1 No person shall be eligible for election as a Country Member of the Club unless they reside outside a radius of forty (40) kilometres from the premises of the Club and is a financial playing member of a golf club or organisation registered with the New South Wales Golf Association.
- 17.2 Country Members shall be subject to such limited playing rights as the Board may from time to time impose but shall enjoy the full use of the Club House and its amenities.
- 17.3 A Country Member who subsequently resides within such radius for three (3) consecutive months shall cease to be a member of the Club unless application is made for transfer to some other class of membership.
- 17.4 Country Members shall not be eligible to compete in Club championships or monthly medal competitions.

SOCIAL MEMBERS

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

JUNIOR MEMBERS

19. 19.1 Junior Membership shall be available to persons of an age to be determined from time to time by the Board and shall be subject to such limited playing rights and such conditions and restrictions as to the use of the premises of the Club and its amenities as the Board or the Liquor Act 1982 may from time to time impose.
- 19.2 A Junior Member shall cease to be a member of the Club unless within one (1) month after attaining the age of twenty one (21) years he or she makes application for transfer to some other class of membership.

SUB-JUNIOR MEMBERS

20. 20.1 Sub-Junior Membership shall be available to persons of and age to be determined from time to time by the Board and shall be subject to such limited playing rights and such conditions and restrictions as to the use of the Club House and its amenities as the Board may from time to time impose.
- 20.2 A Sub-Junior Member shall cease to be a member of the Club unless within one (1) month after attaining the age of eighteen (18) years he or she makes application for transfer to Junior membership of the Club.

SENIOR MEMBERS

21. Senior Members shall be any person who has attained the age of sixty-five (65) years and has been a Playing Member for a period of not less than twenty (20) years and who is, on application to the Board, classified as a Senior Member.

HONORARY MEMBERS

22. 22.1 The following may, at the discretion of the Board be made Honorary Members of the Club for whatever period deemed necessary.
- A prominent person or local dignitary, visiting the Club for some special occasion.
 - An ex-officio Club Patron
 - A current registered Australian Golf Club President or Captain.
- 22.2 An Honorary Member shall be entitled only to the social privileges of the Club and to play golf and such other games, recreations and pastimes as are determined by the Board from time to time.
- 22.3 Honorary Members may be relieved of any obligation or liability with respect to payment of entrance fees and/or subscriptions.
- 22.4 The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore.
- 22.5 Honorary Members may sign in guests.

TEMPORARY MEMBERS

23. 23.1 The following may at the discretion of the Board be made Temporary Members of the Club.
- 23.1.1 An interstate or overseas visitor or a visitor whose permanent place of residence is not less than five (5) kilometres from the Nowra Golf Club.
- 23.1.2 Members of social or sporting clubs which have no golf course of their own and who are visiting the club for the purpose of playing a match or competition amongst themselves and on payment of such fee (if any) as may be determined by the Board.
- 23.1.3 A visiting member of another Golf Club affiliated with the N.S.W. Golf Association Limited or of another national or state association recognised by the N.S.W. Golf Association Limited for the day or days in which he takes part in any match, game or competition played on the Club's property on payment of such fee as may be determined by the Board.
- 23.2 A Member of any registered Club who, at the invitation of the Board or of a member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when he so attends the premises of the Club until the end of that competition or event.
- 23.3 The Board or the Secretary may at any time cancel the membership of any Temporary Member without notice and without assigning any reason therefore.
- 23.4 Temporary Members shall sign in on each day that they visit the premises of the Club except those temporary members participating in an organised sport or competition.

TRANSFER OF CLASSIFICATION

24. Any member of any class may with the approval of the Board and upon such terms and as to adjustment of entrance fees and subscriptions as the Board shall require be transferred to any other class of membership.

ADMISSION OF MEMBERS TO CLUB

25. 25.1 A person shall not be admitted as a member of the Club, other than as a Honorary Member or Temporary Member unless he is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club.
- 25.2 The Election shall be by ballot and the names of those members present and voting at that meeting shall be recorded by the Secretary of the Club.
- 25.3 The Board may reject any application for membership without giving any reason for such rejection.
26. 26.1 Every candidate for membership of the Club as a member shall be proposed by a (and seconded by another) Life Member, Playing Member or Senior Member or by such other member as the Board may from time to time determine.
- 26.2 No person who is under the age of eighteen (18) years shall be permitted to propose or second the admission of any member.
- 26.3 In respect of every nomination for membership made there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full Name, Address and Occupation of the candidate and a statement that the candidate, if admitted will be bound by the Memorandum and Articles of Association of the Club.
- 26.4 The nomination form shall be signed by the proposer and seconder and the candidate.
- 26.5 The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the Name, Address and Occupation of the candidate and of his proposer and seconder to be exhibited in a conspicuous place in the premises of the Club for a continuous period of not less than one (1) week before the election of the candidate as a member of the Club.
- 26.6 An interval of at least two (2) weeks shall elapse between the proposal of a person for election and his election.
- 26.7 The proper nomination fee and membership subscription shall be paid to the Club upon the lodgement of the application for membership and in the event of the application for membership being refused such nomination fee and subscription fee shall be refunded to the applicant within seven (7) days of such refusal.
- 26.8 When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person.

COPY OF CONSTITUTION

27. A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

PROFESSIONALS

28. No Professional Golfer as defined from time to time by the body controlling the playing of golf in New South Wales shall be eligible to be a member of the Club without the written approval of the Board.

ENTRANCE FEES AND SUBSCRIPTIONS

29. 29.1 The entrance fees and subscriptions payable by members of the Club shall be as decided by the Board from time to time.

- 29.2 The annual entrance fees and subscriptions payable by Ordinary members shall be not less than two dollars (\$2.00) or such other minimum subscription (if any) provided from time to time by the Registered Clubs Act 1976.
- 29.3 The Directors may, from time to time, provide for payment of entrance fees and subscriptions by half yearly instalments payable in advance.
- 29.4 All annual subscriptions shall become due and payable in advance on the first day of January in every year.

OVERDUE FEES

30. 30.1 If any member shall fail to pay his subscription within one (1) calendar month after it becomes due, the Secretary may thereafter give notice in writing of such failure to such member at his last recorded address and requiring payment to be made within twenty-eight (28) days of such notice
- 30.2 If payment be not made within the said twenty-eight (28) days the Board may resolve that the member concerned shall be excluded from membership thereupon such member shall cease to be a member of the Club.

FEES ON RESIGNATION

31. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue liable for any annual subscriptions and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Club and in addition for any sum not exceeding two dollars (\$2.00) for which he is liable as a member of the Club under Clause 5 of the Memorandum of Association of the Club.

ADDITIONAL LEVIES

32. 32.1 The Board may impose a special Levy on members for any annual period ending on the thirty-first (31 st) day of December in any year. Members admitted to the club during the currency of an annual period for which a Levy is proposed shall only be liable for a proportionate part of such Levy.
- 32.2 Any special Levy may be imposed on all or any class or classes of members in such amount or amounts and payable within such time or times as the Board in authorising such Levy shall decide.

DISCIPLINARY ACTION

33. 33.1 If any member shall —
- 33.1.1 fail to comply with the provisions of the Memorandum and Articles of Association or of any Rule or By-law of the Club, or
- 33.1.2 be guilty of any conduct which in the opinion of the Board is unbecoming of a member.
- 33.1.3 be guilty of any conduct which in the opinion of the Board is prejudicial to the interest of the Club.
- the Board shall have the power to reprimand, fine, suspend or expel such member from the Club.
- 33.2 At least seven (7) days before the meeting of the Board at which a resolution to reprimand, fine, suspend or expel such member is passed the member shall have the notice in writing of such meeting and of what is alleged against him
- 33.3 Such member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
- 33.4 No member shall be expelled from the Club unless the resolution for his expulsion is passed by a majority of two-thirds of those members of the Board present and voting.
- 33.5 Such member shall be entitled to have a person appear and represent him on his behalf.
- 33.6 Any member expelled pursuant to this Article shall forfeit all subscriptions previously paid by him and shall cease to have any right to or any claim in or to any property of the Club.

GENERAL MEETINGS

TIME FOR HOLDING

34. An Annual General Meeting shall be held as soon as practicable after the 1st January but not later than 28th February in each year in accordance with the provisions of the Act.

BUSINESS AT ANNUAL GENERAL MEETINGS

35. The business of any Annual General Meeting shall be to —
- 35.1 receive and consider the accounts, statements and reports
 - 35.2 to elect the members of the Board
 - 35.3 appoint an auditor or auditors, and
 - 35.4 to attend to such other matters of which due notice has been given

EXTRAORDINARY ANNUAL GENERAL MEETINGS

36. The Board may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on requisition as provided for by the Act or in default by the requisitioners as provided for by the Act.

NOTICE OF MEETINGS

37. 37.1 Fourteen (14) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) shall be given to such persons as are entitled to receive such notice from the Club.
- 37.2 Such notice shall specify the place, the day and the hour of meeting and in case of special business the general nature of the business.
- 37.3 The provisions of the Act relating to special resolutions (requiring 21 days' Notice) and agreements for shorter notice apply.

SPECIAL RESOLUTIONS

38. 38.1 Special resolutions shall be required in respect of —
- 38.1.1 All business that is transacted at an extraordinary general meeting, and
 - 38.1.2 all that business that is transacted at an annual general meeting with the exception of —
 - the consideration of the accounts, balance sheets and the reports of the Board and auditors
 - the election of officers and other Board members in the place of those retiring and
 - the appointment of the auditors and the fixing of the remuneration of the auditors.
- 38.2 Any member shall be entitled to move a special resolution at a General Meeting of the Club by giving not less than twenty-eight (28) days' written notice to the Secretary who shall include such motion either in the notice of meeting or by separate notice to such persons as shall be entitled to receive such notice from the Club. Such notice to members shall be a minimum of twenty-one (21) days.

QUORUM

39. Twenty (20) members entitled to vote at a general meeting present in person shall be a quorum

ADJOURNMENT IF NO QUORUM

40. If within half an hour from the time appointed for a general meeting a quorum is not present the meeting shall —
- 40.2.1 if convened upon the requisition of members shall be dissolved;
 - 40.2.2 in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other place as the Board may determine.
 - 40.2.3 if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2) shall be a quorum.

ADJOURNMENT IF QUORUM IS PRESENT

41. 41.1 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and 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.
- 41.2 When a meeting is adjourned for thirty (30) days or more, notice of the adjournment meeting shall be given as in the case of an original meeting.

CHAIRMAN

42. 42.1 The President shall preside as chairman at every general meeting of the Club or in his absence a Vice-President.
- 42.2 Should neither be in attendance within fifteen (15) minutes after the time appointed for the holding of the meeting or if they are unwilling to act, the members present shall elect one of their number to be a chairman of the meeting.
- 42.3 Any chairman shall stand down as chairman and appoint another person to so act in his place whilst an election is being conducted for a position in which he is a candidate. At the conclusion of such election he may resume his position as chairman of the meeting.

VOTING ON RESOLUTION — SECRET BALLOT

43. 43.1 Voting for the election of office bearers shall be by way of secret ballot.
- 43.2 At any general meeting a resolution shall be decided on a show of hands unless a secret ballot is (before or on the declaration of the result of the show of hands) demanded by —
- 43.2.1 The Chairman, or
- 43.2.2 At least three (3) members present in person.
- 43.3 Unless a secret ballot is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 43.4 The demand for a secret ballot may be withdrawn.
- 43.5 A secret ballot demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- 43.6 If a secret ballot is duly demanded on any other matter it shall be taken in such a manner (either at once or after an interval or adjournment or otherwise) as the chairman directs.
- 43.7 In the case of equal votes (other than for election of office bearers) the chairman shall be entitled to a second or casting vote.
- 43.8 In the case of equal votes in the election of office bearers the matter shall be decided by the drawing of lots.
- 43.9 No member shall be entitled to vote at any general meeting if his annual subscription shall be unpaid at the time of the meeting.

PROXYS

44. A person shall not —
- 44.1 Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- 44.2 Vote at any election of, or as a member of, the Board as the proxy of another person.

ELECTION OF OFFICERS AND BOARD

45. 45.1 The Board shall consist of —
- The President
 - Senior Vice-President
 - Junior Vice-President
 - Captain
 - Vice-Captain
 - Honorary Treasurer, and
 - Seven (7) other members
- 45.2 Only Life Members, Playing Members or Senior Members of the Club shall be eligible to be elected to the Board.
- 45.3 No employee of the Club shall be eligible to be elected to the Board or vote at any meeting.

PATRON

46. 46.1 At any annual general meeting of the Club the members present and entitled to vote may elect one or more persons (not necessarily members) to be a patron of the Club provided that the number of patrons at any one time shall not exceed three (3) in number.
- 46.2 The office of a patron shall cease upon death or resignation or upon a vote of members, entitled to vote at any annual general meeting.

ELIGIBILITY & VOTING FOR BOARD

47. 47.1 The Board shall be elected annually at the annual general meeting of the Club.
- 47.2 The members of the Board shall hold office until the appropriate time at the next annual general meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
- 47.3 A person shall not be elected to or hold office as a director unless that person is a Playing Member, Senior Member or Life Member.
- 47.4 No Member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while that person remains unfinancial or during the period of such suspension.

NOMINATIONS

48. 48.1 Except as hereinafter provided nomination for election to the Board shall be —
- 48.1.1 Made in writing signed by two (2) financial members who are Playing Members, Senior Members or Life Members
 - 48.1.2 Signed by the nominee and
 - 48.1.3 Be delivered to the Secretary at least twenty-one (21) days before the date of the annual general meeting. The Proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club notice board.
49. It shall be the duty of the Secretary to include in the notice of the annual general meeting notice of such resolutions or other requirements as may be necessary thereto in accordance with the Act.

STANDING FOR MORE THAN ONE POSITION

50. 50.1 Members eligible for election to the Board may be nominated for more than one office.
- 50.2 The order for election of office bearers on the Board shall be in order of seniority.
- 50.3 For the purpose of these Articles the order of seniority of offices shall be:—
- President
 - Senior Vice-President
 - Junior Vice-President
 - Captain
 - Vice-Captain
 - Honorary Treasurer
- 50.4 A member standing for election for more than one office shall, once elected an office, be deemed to have been eliminated from candidature for subsequent election to any junior office on that Board.

NUMBER OF CANDIDATES

51. 51.1 If the number of candidates duly nominated for any office on the Board does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the annual general meeting.
- 51.2 51.2.1 If insufficient nominations are received for any office the candidate or candidates (if any) nominated shall be declared elected at the annual general meeting.
- 51.2.2 Nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining.
- 51.2.3 If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held.
- 51.2.4 If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken.
- 51.3 A ballot shall be counted by a returning officer and at least two scrutineers appointed by the Chairman.
- 51.4 A candidate for any position shall not be appointed as returning officer or as a scrutineer.
- 51.5 In the event of any equality of votes in favour of two or more candidates in the election of office bearers, the chairman of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

REMOVAL OF BOARD MEMBER

52. 52.1 The members at a general meeting may by ordinary resolution of which special notice has been given, remove any member of the Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead.
- 52.2 Any person so appointed shall hold office during such time only as the person to whose place he is appointed would have held the same if he had not been so removed.

VACANCY ON THE BOARD

53. The office of a director shall become vacant if the member —
- 53.1 Ceases to be a director by virtue of the Act;
- 53.2 Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 53.3 Becomes prohibited from being a director of a company by reason of any order made under the Act;

- 53.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 53.5 resigns his office by notice in writing to the Club;
- 53.6 for more than two months absents himself without permission of the Board from meetings of the Board held during that period;
- 53.7 holds any office of profit under the Club;
- 53.8 ceases to be a member of the Club; or
- 53.9 fails to declare the nature of his interest in a contract or office or property as provided by the Act.

POWERS AND DUTIES OF THE BOARD

MANAGEMENT

- 54. 54.1 The business and affairs of the Club shall be managed by the Board who may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in general meeting.
- 54.2 The powers of the Board are subject to —
 - the Articles
 - to the provisions of the Act
 - the valid resolutions at a General Meeting as are not inconsistent with the Articles or provisions of the Act.
- 54.3 No resolutions made by the Club in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made.

BORROW MONEY, SIGNING OF CHEQUES, ETC.

- 55. 55.1 The Board may exercise all the powers of the Club to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
- 55.2 All cheques and promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two (2) of the following persons —
 - the President
 - Senior Vice-President
 - the Secretary
 - the Honorary Treasureror such other manner as the Board shall from time to time determine.

CASUAL VACANCY

- 56. The Board may appoint a member who qualifies to be a director to replace any casual vacancies which may occur. Such appointment shall only be until the next Annual General Meeting, or General Meeting in the case of the application of clause 64.3.2.

MINUTES

- 57. The Board shall cause minutes to be made:
 - of all appointments of officers and servants;
 - of names of members of the Board present at all meetings of the Club and of the Board; and
 - of all proceedings and resolutions at all meetings of the Club and of the Board.

BOARD COMMITTEES

58. 58.1 The Board may from time to time appoint such committees as it may think fit.
- 58.2 The Board may delegate any of its powers and authorities to any committees and may from time to time revoke or alter any such appointment of delegation.
- 58.3 Any committee shall in the exercise of any of the powers and authorities delegated to it conform to any regulations that may from time to time be imposed upon it by the Board.
- 58.4 The meetings and proceedings of any such committee shall be governed by the Articles relating to regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulation made by the Board.

TERMINATE EMPLOYMENT

59. 59.1 The Board shall have power to appoint, pay or terminate the services of a Secretary or Secretary/Manager and such other officers and servants of the Club as it shall think fit.
- 59.2 No payment of any Secretary/Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied in accordance with the Liquor Act 1982.

BY-LAWS

60. 60.1 The Board may from time to time make (and alter or repeal) by-laws for the proper conduct and management of the Club or relating thereto and in particular (but not exclusively) the Board may by by-laws regulate —
- 60.1.1 Such matters as they are specifically by these Articles empowered to do.
- 60.1.2 The general management control and trading activities of the Club
- 60.1.3 The control and management of the Club premises.
- 60.1.4 The management and control of play and dress on the course.
- 60.1.5 The upkeep and control of the course.
- 60.1.6 The control and management of all competitions.
- 60.1.7 The conduct of members.
- 60.1.8 The rights, privileges and restrictions attaching to the various classes or designations of members.
- 60.1.9 Matters which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meeting.
- 60.1.10 Generally all matters as are commonly the subject matter of Club Rules or By-Laws.
- 60.2 Any By-law, or any alteration to or repeal of any such By-law, shall come into force after notice thereof has been posted on the Club's Notice Board for seven (7) days.

PROCEEDINGS OF THE BOARD

MEETINGS

61. 61.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 61.2 The President of the Board may at any time, and the Secretary shall on the requisition of three (3) board members, summon a meeting of the Board.
- 61.3 Notwithstanding anything herein contained the Board shall meet together at intervals of not more than one (1) calendar month.

VOTING AT BOARD

62. 62.1 Questions arising at any meeting of the Board shall be decided by a majority of votes.
- 62.2 In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

DECLARATION OF INTEREST

63. 63.1 If a director contracts with the Club (either as vendor or purchaser or otherwise):—
- 63.1.1 The director shall not be disqualified by reason thereof
- 63.1.2 Any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in anyway be interested shall not be avoided.
- 63.1.3 The director so contracting or being so interested shall not be liable to account to the Club for any profit realised by any such contract or the fiduciary relationship thereby established.
- 63.2 In accordance with the provisions of the Act it shall be the duty of such director to declare the nature of his interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting.
- 63.3 The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest.

QUORUM AT BOARD MEETINGS

64. 64.1 The quorum necessary for the transaction of the business of the Board shall be five (5) directors or such greater number as may be fixed by the Board.
- 64.2 The number forming a quorum must include one or more of the President, Vice-President, Captain and Honorary Treasurer.
- 64.3 64.3.1 The Board may continue to act notwithstanding any vacancy in the Board so long as their number is not reduced below a quorum.
- 64.3.2 If the Board is reduced below a quorum by any vacancies in the Board, the continuing directors shall summon a general meeting of the Club for the sole purpose of increasing the number of directors to a quorum.

CHAIRMAN

66. 66.1 The President may preside as chairman at every meeting of the Board or in his absence a Vice-President.
- 66.2 Should neither be present within ten minutes after the time appointed for holding the meeting, or if they are unwilling to act then the members present shall elect one of their number to be chairman of the meeting.

SUB-COMMITTEE

67. 67.1 The Board may delegate any of its powers to Sub-Committees consisting of such member or members of the Board as they think fit.
- 67.2 Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

VALIDITY OF ACTS

68. All acts done by any meeting of the Board, Sub-Committee, Committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was —
- 68.1 Some defect in the appointment of such Body or person acting as aforesaid, or
- 68.2 That the Directors or any of them were disqualified be as valid as if every such person or Body had been duly appointed or qualified.

RESOLUTION

69. 69.1 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 69.2 Any such resolution may consist of several documents in the like form, each signed by one or more members of the Board.

RULES OF GOLF

70. 70.1 The Rules of Golf as approved by the Royal and Ancient Golf Club of St. Andrew's, Scotland, for the time being in force so far as the same may be modified or varied from time to time by the recognised body controlling the playing of Golf in New South Wales or by the By-Laws or local rules of the Club, shall be the Rules of Golf of the Club.
- 70.2 The decision of the Board or of the appropriate committee on any matter involving the interpretation or application of the said rules shall be final and binding on members.

SEAL

71. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of Sub-Committee of members of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

ACCOUNTS

72. 72.1 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; the Registered Clubs Act and the Gaming and Betting Act, 1912.
- 72.2 The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit.
- 72.3 The Club shall at all reasonable times make its accounting records available in writing for the inspection of directors and any other persons authorised or permitted by or under the Act to inspect such records.
- 72.4 The Board shall not less than fourteen (14) days before each annual general meeting send to all members of the Club entitled to attend and vote at the annual general meeting —
- A copy of all accounts that are to be laid before the Club at the annual general meeting.
 - A copy of the Club's financial statements
 - A copy of the directors' reports pursuant to Division 5 and 6 of Part 3.6 of the Act, and
 - A copy of the auditors report in accordance with section 296 of the Act

- 72.5 The directors' report shall include particulars of the number of members registered in the register of members at the end of the financial year to which the report relates.

SERVICE OF NOTICES

73. 73.1 A notice may be given by the Club to any member either personally or by sending it by post to him at his registered address.
- 73.2 If a Member has no registered address within the State, a notice may be given to the address (if any) within the State previously supplied by him to the Club for the giving of notices to him.
- 73.3 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice.
- 73.4 Service of a notice of a meeting shall be deemed to have been effected on the day after the date of its posting and
- 73.5 Service of any other notice shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

NOTICE OF GENERAL MEETINGS

74. 74.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:—
- 74.1.1 Every member except those members who (having no registered address within the State) have not supplied to the Club and address within the State for the giving of notices to them; and
- 74.1.2 The auditor or auditors for the time being of the Club.
- 74.2 No other person shall be entitled to receive notices of general meetings.

INDEMNITY

75. Every Director, Auditor, Secretary and other officers for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings whether civil or criminal arising out of his office with the Club in which judgement is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

REGISTERS

76. 76.1 The Board shall cause the following registers to be kept:—
- 76.1.1 The register of members setting out —
- The full name, address and occupation of each member
 - the class of member to which he belongs
 - the date of the latest payment of his subscription.
- 76.1.2 A register of temporary members over the age of 18 years setting out
- the names and address of such members
 - the date of temporary membership and
 - the signature of the temporary member
- 76.1.3 A register of members guests over the age of 18 years, setting out —
- the names and addresses of such guests
 - the signature of the member and membership number
 - the date of such visit.

- 76.1.4 A register of honorary members setting out —
— the names and addresses of such members
— the commencing and finishing dates of honorary membership
— the signature of the honorary member

76.2 The above registers shall be kept at the registered office of the Club. In the event of the obtaining a certificate of registration under Part X of the Liquor Act 1982, such registers shall be kept at the Club's premises to which such certificate applies.

FINANCIAL YEAR

77. The financial year of the Club shall commence on the first day of December in one year and end on the last day of November in the following year.

We, the undersigned subscribers to the Memorandum of Association hereof agree to the foregoing Articles of Association.

Signature of Subscribers	Witness to Signatures and Address of witness
I. Hayes-Williams	
J. Fletcher	
M. Crowther	
M. Barrott	G. Limbrick
R. Keenan	Secretary/Manager
J. Taylor	Witness to All signatures
B. Blinkhorn	
L. White	
D. Miles	
D. Cartwright	
G. Gibson	
A. Chapman	