



**LIVERPOOL
GOLF CLUB**

CORPORATIONS LAW

**A Company Limited by Guarantee
And not having a Share Capital.**

RULES

of

Liverpool Golf Club Limited

A.C.N. 000 101 646

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LIVERPOOL GOLF CLUB LIMITED
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DEFINITIONS

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

"The Act" means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these Rules become binding on the Club shall have the meaning so defined.

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

"By-Laws" shall mean By-Laws made in accordance with these Rules.

"The Club" means Liverpool Golf Club Limited (ACN 000 101 646).

"The Club Notice Board" means a board designated as such and situated in a conspicuous place within the Club premises on which notices for the information of members are posted.

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

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

"Officers" include the President, Vice President, Captain, Vice Captain, Treasurer and members of the Board and the Secretary but does not include the Auditor.

"Full member" means an Ordinary member, Associate member, Social member, Junior member, Cadet member, Staff member, Country member and Life member.

"Secretary" includes Honorary Secretary, Acting Secretary, Secretary Manager and General Manager.

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

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

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

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
 - (i) If at the expiration of 30 days from the due date the member's subscription or any part thereof payable on that date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof; and

in either case the member shall be and remain unfinancial until payment in full of the amount owing.

INTERPRETATION

- 2. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) The headings in these Rules are not part of these Rules and shall not effect their meaning.

3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Rules, or on any By-Laws or Rules of the Club made pursuant to these Rules or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

PRELIMINARY

4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified by these Rules.
5. The Club is established for the purposes set out in the Memorandum of Association.
6.
 - (a) The Club shall be a non-proprietary Club.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club.
 - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the registration of the Club or the fact that the Club has applied for a certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because the Club has applied for or is granted such certificate of registration.
 - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the 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.
 - (e) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
7. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1)(b) of the Registered Clubs Act.

8. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (b) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

9. (a) The number of full members of the Club shall not be less than the minimum nor exceed the maximum permissible under the Registered Clubs Act.
 - (b) No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior member or a Cadet member.
 - (c) A majority of full members must at all times have the right to vote in an election for the Board of the Club.
10. (a) The membership of the Club shall consist of the following classes:
 - (i) Ordinary members
 - (ii) Life members
 - (iii) Associate members (Classes A, B and C)
 - (iv) Junior members
 - (v) Cadet members
 - (vi) Staff members
 - (vii) Country members
 - (viii) Long Service members
 - (ix) Honorary members
 - (x) Provisional members
 - (xi) Social members
 - (xii) Special members
 - (xiii) Non Playing members

Each class of membership will be open to both sexes.

ELIGIBILITY FOR AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

11. (a) **Ordinary members** shall be persons who are of or over the age of 18 years and who have applied for Ordinary membership and been elected to that class in accordance with these Rules. Ordinary members shall have full playing rights, the right to stand for election to the Board (subject to Rule 37(d), the right to vote at all General Meetings and (subject to Rule 21) the right to propose and second applicants for membership of the Club.
- (b) **Associate members**

Associate membership of the Club shall be divided into various categories with rights and privileges as detailed in these Rules and as determined by the Board from time to time.

(i) **Associate member class "A"**

An Associate member of this class shall be a person over the age of 18 years and who has applied for Associate membership class "A" of the Club. Associate members Class "A" shall have playing rights for Sunday to Friday only and will not be able to play in any competitions on Saturdays except by special permission of the Captain. Associate members Class "A" shall have the right to vote at all General Meetings, the right to propose and second applicants for membership of the Club to any membership category other than Ordinary member and subject to Rule 21 shall have the right to propose or second nominations for the election of Officers of the Club.

(ii) **Associate member class "B"**

An Associate member of this class shall be a person over the age of 18 years and who has applied for Associate membership class "B" of the Club. Associate members Class "B" shall have playing rights for Monday to Friday only and will not be able to play in any competitions on Saturdays or Sundays except by special permission of the Captain. Associate members Class "B" shall not have the right to vote at General Meetings or to propose or second nominations for the election of Officers of the Club but subject to Rule 21 have the right to propose or second applicants for membership of the Club to any membership category other than Ordinary members.

(iii) **Associate member class "C"**

An Associate member of this class shall be a person over the age of 18 years and who has applied for Associate membership class "C" of the Club. Associate members class "C" shall have playing rights for Sunday to Wednesday only and will not be able to play in competitions on Saturday or Thursday except by special permission of the Captain. Associate members class "C" shall not have the right to vote at General Meetings or to propose or second nominations for the election of officers of the Club but subject to Article 21 have the right to propose or second applicants for membership of the Club to any membership category other than Ordinary members."

(iv) **Long Service members**

Members of the Senior class under the Articles of Association which were in force immediately prior to the adoption of these Rules.

(v) **Other classes of Associate membership**

The Board of the Club may from time to time create such other categories of Associate membership as the Board sees fit with such rights and privileges as the Board shall determine for the benefit of the Club and the sport of Golf.

(c) **Social members** shall be persons of or over the age of 18 years who have applied for Social membership of the Club and who have been elected to that class in accordance with these Rules. Social members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to participate in any of the golfing activities of the Club. Social members shall not be eligible to stand for election to the Board or propose or second any person for membership of the Club or vote in the election for the Board of the Club.

(d) **Junior members**

(i) Any person being under the age of 18 years and above 14 years and who satisfies the Board that he or she wishes to actively participate in the sport of golf in the Club and from whose parent or guardian the Club receives a written consent (in such form as the Board may determine) to be a junior member of the Club and to participate in the sport of golf in the Club may be admitted to Junior membership of the Club. Such parent or guardian will be required to undertake to the Club to be responsible for the annual subscription and all other moneys payable to the Club in relation to the Junior member and for the behaviour of the Junior member.

(ii) Junior members shall not be eligible to attend or vote at any meeting of the Club, stand for election to the Board, nominate any person for election to the Board or membership of the Club or participate in any way in the management of the Club;

(iii) Junior members shall only be permitted to enter those parts of the premises of the Club in respect of which an authority has been granted specifying that area as a non-restricted area for the purposes of Section 22 of the Registered Clubs Act.

(iv) Junior members will not be able to introduce visitors into the Club or sign any of the Registers for Temporary or Honorary members or the Club's Guests Register.

(v) Junior members shall be entitled to play on the golf course only on those days and times in each week as may be determined by the Board from time to time.

(e) **Cadet Members**

Any person who is under the age of 14 years and who satisfies the Board that he or she wishes to actively participate in the sport of golf in the Club and from whose parent or guardian the Club receives a written consent (in such form as the Board may determine) to be a Cadet member of the Club and to participate in the sport of golf in the Club may be admitted to Cadet membership of the Club. Such parent or guardian will be required to undertake to the Club to be responsible for the annual subscription and all other moneys payable to the Club in relation to the Cadet member and for the behaviour of the Cadet member.

- (i) Cadet members shall not be eligible to attend or vote at any meeting of the Club, stand for election to the Board, nominate any person for election to the Board or membership of the Club or participate in any way in the management of the Club;
 - (ii) Cadet members shall only be permitted to enter those parts of the premises of the Club in respect of which an authority has been granted specifying that area as a non-restricted area for the purposes of Section 22 of the Registered Clubs Act.
 - (iii) Cadet members will not be able to introduce visitors into the Club or sign any of the Registers for Temporary or Honorary members or the Club's Guests Register.
 - (iv) Cadet members shall be entitled to play on the golf course only on those days and times in each week as may be determined by the Board from time to time.
- (f) **Country Members** shall be persons of or over the age of 18 years who reside outside a radius of 80 kilometres from the Club. Country members shall be entitled to use the social facilities and amenities of the Club and such playing rights as determined by the Board from time to time. Country members shall not be eligible to stand for election to the Board or propose or second any person for membership of the Club or vote in the election for the Board of the Club.
- (g) **Staff members**
- Staff members shall be persons who are employees of the Club who apply for and are elected to staff membership. Staff members shall have such rights and privileges as may be determined by the Board from time to time but shall not be eligible to stand for election to the Board, or propose or second any person for membership of the Club or vote in the election for the Board of the Club. A Staff member shall cease to be a member of the Club upon ceasing employment with the Club.
- (h) **Special members**
- Special membership may at the discretion of the Board be granted to a member who after his election to such membership is subsequently employed by the Club in any capacity. The rights and privileges of Special members to use the clubhouse and the course will be determined by the Board provided that Special membership shall not entitle such special member to use the amenities of the Club during the hours or the period of his work or duty. A Special member may not whilst he is an employee of the Club be entitled to vote at any meeting of the Club nor to be eligible for election to the Board. On the termination of his employment a Special member shall be restored as from the date of such termination of his employment to the full rights and privileges of the class of membership which he enjoyed prior to the date of his employment.

(i) **Non Playing members**

A Non Playing member shall be a member who has been admitted as an Ordinary member and with approval of the Board has transferred to Non Playing membership. A Non Playing member shall be entitled to attend and vote at general meetings of the Club and to the use of the clubhouse and to such playing rights as are determined by the Board from time to time. A Non Playing member shall not be eligible to be nominated for election as a director of the Club.

LIFE MEMBERS

12. (a) Any member who has rendered outstanding service to the Club may be elected to Life membership of the Club by resolution passed by a majority of not less than two thirds of those members who being eligible to do so vote at a general meeting following the submission to such meeting of a recommendation from the Board that the member be elected to Life membership.
- (b) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of the class of membership of which he or she was a member before being elected to Life membership.

HONORARY MEMBERS

13. A person shall not be admitted as an Honorary member of the Club unless that person is admitted in accordance with the provisions of these Rules and has the qualifications, as specified in these Rules, requisite and appropriate in relation to the purposes of the Club for Honorary membership of the Club.
14. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club;
- (b) any prominent citizen or local dignitary visiting the Club;
15. Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
16. When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full of the Honorary Member;
- (b) the residential address of the Honorary Member;
- (c) the date on which Honorary membership is conferred;
- (d) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

17. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance from the Club as may be determined from time to time by the Board by By-law pursuant to these Rules (but being not less than a radius of 5 kilometres from the Club);
 - (b) A full member (as defined in the Registered Clubs Act) of a club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
18. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (c) Temporary members shall not be permitted to introduce guests into the Club;
- (d) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 17(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (i) the name in full of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted.
 - (iv) the signature of the Temporary member.

TRANSFER OF MEMBERSHIP

19. The Board, at its discretion, may on the written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his or her present membership and the entrance and/or annual subscription applicable to the class of membership to which he or she desires to be transferred.

ELECTION OF MEMBERS

20. A person shall not be admitted as a member of the Club other than as an Honorary member, Temporary member or Provisional member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club, make application for membership of the Club then that application must be considered by the Full Board of Directors. The Board and any election committee may reject any application for membership without assigning any reason for such rejection.
21. Every candidate for membership of the Club shall be proposed by one and seconded by another financial member of at least 12 months standing both of whom have the right to propose membership under these Rules or a Life member of the Club to both of whom the candidate shall be personally known.
22.
 - (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Rules of the Club. The form will be signed by the candidate and by the proposer and seconder.
 - (b) The nomination form together with the entrance fee (if any) shall be deposited at the office. The Secretary shall cause the name, address and occupation of the candidate and of the candidate's proposer and seconder to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a candidate for election and the candidate's election.
 - (c) The Board shall have the power to determine the order in which nominations for membership are to receive consideration.

23. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election and an account for the first year's annual subscription to be promptly forwarded or posted to such person.
- (b) A copy of the Memorandum of Association and the Rules 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.

RESIGNATION AND CESSATION OF MEMBERSHIP

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

PROVISIONAL MEMBERS

25. any person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for full membership of the Club.
26. Should a person who is admitted as a provisional member not be elected to full membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should his application for full membership be refused (whichever is the sooner) he shall cease to be a provisional member of the Club and the annual subscription submitted with his nomination shall be forthwith returned to him.
27. A Provisional member shall be entitled only to the sporting and social facilities and amenities of the Club applicable to the class of membership which that Provisional member is seeking to join and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

28. The entrance fee and annual subscription payable by members of the Club in each category of membership shall in each case be such amounts as the Board may from time to time determine provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
29. The annual subscription shall be payable annually in advance provided that if the Board so determines it may be payable half yearly or quarterly in advance. The annual subscription or the first half yearly or quarterly instalment as the case may be shall be due and payable on the first day of July of each year or such other day as determined by the Board and notified to the members.

30. (a) If the subscription or any part or instalment thereof of any member shall not be paid on or before the date upon which it shall fall due for payment that member shall be suspended from all playing rights until the amount outstanding is paid to the Club.
- (b) If the subscription or any part or instalment thereof of any member shall not be paid within 30 days from the date upon which it shall fall due for payment the defaulting member shall from that date shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person's name in the Register of Members provided however, that the Board may in its discretion take account of special circumstances of hardship of any member and relieve that member from the provisions of this Rule 30(b) for such period as it considers fit.
- (c) Any person elected to membership of any class after the expiration of six months from the date of commencement of the financial year shall in respect of that year only pay one half of the annual subscription.

PATRONS

31. The members in General Meeting may appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting and such patron or patrons shall thereupon be deemed to be Honorary members of the club and subject to these Rules shall remain Honorary members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club.

ADDRESSES OF MEMBERS

32. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

33. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, unless the person is a Life member the date on which the person last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members and Temporary members other than Temporary members referred to in Rule 17(c). This register shall set forth the name in full and the address of each Honorary member and each such Temporary member and where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.
- (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years

enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that person, the date on that day and the signature of that member provided always if an entry in this register is made on any day in respect of a person who is a guest of a member, it is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

34. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Rules of the Club or the By-Laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any complaint against him or her pursuant to this Rule and of the date time place of the hearing of the complaint by notice in writing sent as a prepaid registered letter posted to the member's last known address at least fourteen clear days before the meeting of the Board at which such complaint is to be heard.
 - (ii) The member against whom the complaint is made shall be entitled to attend the hearing for the purpose of answering the complaint and shall also be entitled to submit to the meeting written representations for the purpose of answering the complaint.
 - (iii) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the members of the Board present in person vote in favour of such motion by way of a secret ballot.
 - (iv) If the member fails to attend such meeting the complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member against whom the complaint is made.
 - (v) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) The Secretary or the senior manager then on duty shall have power to suspend any member from membership of the Club:
- (i) who in the opinion of the Secretary or the senior manager then on duty is then intoxicated, violent, quarrelsome or disorderly or

- (ii) whose presence or conduct on the premises of the Club in the opinion of the Secretary or the senior manager then on duty renders the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act.

Any suspension pursuant to this Rule 34(b) shall be for a period of seven days only and the Secretary shall make a written report of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed;

The provisions of this Rule 34(b) shall not affect in any way the rights and powers of the Secretary and any employee of the Club pursuant to Section 67A of the Registered Clubs Act.

- (c) In the event that a notice of complaint is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 34 the Board shall have power to suspend that member from all privileges of the Club until the complaint is heard and determined or for five weeks whichever is the sooner. Such suspension shall be notified in writing to the member concerned.

GUESTS

- 35. (a) All members other than Junior members, Cadet members, Provisional members and Temporary members shall have the privilege of introducing guests to the Club and when a member brings a guest to the Club the member shall complete the Register of Guests as required by these Rules. No member shall introduce guests more frequently or in greater numbers than may for the time being be provided by By-Law, nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees or who is under suspension by the Board of the Club.
- (b) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (c) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
- (d) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (e) Every guest shall remain in the reasonable company of the member who introduced that guest into the Club.
- (f) A guest must not remain in the Club longer than the member who signed that guest into the Club.
- (g) Every member who introduces a guest into the Club shall complete and sign the Register of Guests in accordance with Rule 33(c).

BOARD OF DIRECTORS

36. (a) The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of seven (7) Directors of the Club consisting of a President, a Captain, an Honorary Treasurer, and four (4) ordinary directors.
- (b) The members of the Board shall immediately after being elected to office elect from among their number a Vice President and a Vice Captain. A director may hold more than one office on the Board.
37. (a) The Board shall be elected annually at the Annual General Meeting of the Club.
- (b) The members of the Board at the date of the Special Resolution adopting these Rules shall (subject to these Rules) hold office until the conclusion of the next Annual General Meeting. At that next Annual General Meeting the members of the Board shall retire but shall be eligible for re-election.
- (c) No member who is unfinancial or who is under suspension shall be elected to office as a director or as a member of any committee during the period of suspension.
- (d) A person shall not be eligible to be a candidate for election as a director unless at the time of nomination the person:
- (i) has been an Ordinary member of the Club for not less than three years;
 - (ii) all moneys including subscriptions or quarterly or half yearly instalments thereof have been paid;
 - (iii) is a Life member.
- (e) A person shall not be eligible for election to the position of President, Treasurer or Captain of the Club unless at the time of nomination the person has been an Ordinary member of the Club for not less than five (5) years.

ELECTION OF BOARD

38. (a) A Nomination for the election of a member to the Board shall be made in writing and signed by two Ordinary members, Associate members Class "A" or Life members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination). Nominations for election to the Board shall be called by a notice placed on the Club Notice Board at least one month before the Annual General Meeting. Nominations shall be lodged with the Secretary not less than seven (7) clear days before the Annual General Meeting and 6.00pm on the seventh clear day prior to the Annual General Meeting shall be the closing time for nominations.

- (b) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of these Rules the order of seniority of offices shall be;
- (i) Firstly - President
 - (ii) Secondly - Captain
 - (iii) Thirdly - Treasurer
 - (iv) Fourthly - Ordinary Board member
- (c) The Secretary shall immediately after the close of nominations post the names of the candidates on the Notice Board.
- (d) If the number of candidates nominated is less than the number required to fill the positions those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates to fill the remaining positions are nominated at the Annual General Meeting then an election shall be conducted at the Annual General Meeting.
- (e) In the event of more than the required number of candidates being nominated for any position by the close of nominations an election by ballot shall be conducted at the Annual General Meeting in accordance with the following paragraphs of this Rule 38.
- (f) The ballot shall be counted by a Returning Officer who shall have at least two assistant Returning Officers.
- (g) The Returning Officer and assistant Returning Officers shall be appointed by the Board from amongst the Ordinary, Life and Associate Class "A" members provided that a candidate for election or a Director shall not be eligible for appointment and further provided that the auditor of the Club may be appointed Returning Officer and in the event the auditor is unable to act another person registered as an auditor under the provisions of Chapter 9 Part 9.2 of the Act may be appointed by the Board. The names of the Returning Officers so appointed shall be posted on the Notice Board.
- (h) Scrutineers shall be nominated by members present at the meeting. There shall be two scrutineers for each Returning Officer and if more than the required number are nominated then the scrutineers shall be elected by lot from those nominated.
- (i) A separate ballot on a separate ballot paper shall be held for election of:
- (i) President
 - (ii) Captain
 - (iii) Treasurer
 - (iv) Four (4) Directors

The result of each ballot to be declared before the next is conducted.

- (j) The order of candidates for election shall be listed in order by drawing of lots to determine this order. Such draw shall be performed by the Secretary of the Club in the presence of two Ordinary members who are not candidates for election to the Board in any position. Retiring directors seeking re-election shall be identified on the ballot paper by an asterisk (*) against their name.
 - (k) The member shall vote by marking the ballot paper for the required number of positions.
 - (l) The order of voting and the election of candidates shall be the first past the post method namely the election of candidates who poll the greatest number of votes for the required number of positions. Any ballot paper not correctly and/or fully completed shall be invalid. The decision of the Returning Officer as to the validity of any vote shall be final.
 - (m) After the close of each ballot the Returning Officers and scrutineers shall proceed to the examination of the ballot papers. If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes the Returning Officer in the presence of at least one Assistant Returning Officer and at least three scrutineers shall elect by lot from such candidates the candidate or candidates who is or are to be elected.
 - (n) The Returning Officer shall report the results of each ballot to the Annual General Meeting and when all ballots are completed the newly elected Board shall then take office for the ensuing year.
 - (o) The Board may direct the Returning Officer to destroy the ballot papers at any time after the expiration of one month from the date of declaration of the ballot.
 - (p) The Board may from time to time make such By-laws not inconsistent with these Rules as they think necessary for the conduct of any election and all matters in connection therewith.
39. (a) No member shall issue, cause to issue or conspire to issue to members any circular, letter or distribute or cause to distribute or conspire to distribute within the premises or the surrounding precincts of the Club any written material advocating either for or against the election of any candidate or candidates for the Board of the Club or any material which in the opinion of the Board is a "how to vote ticket";
- (b) Any breach of this Rule 39 shall be conduct prejudicial to the interests of the Club for the purposes of Rule 34(a)

POWERS OF BOARD

40. The Board shall be responsible for the management of the business and affairs of the Club and may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Rules and to any amendments to these Rules provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman elected pursuant to Rule 42 shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the Committee shall have a second or deciding vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with the Memorandum and Rules of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Rules empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The use of the facilities of the Club (including the golf course) by any member, group or class of members and any section of the Club established pursuant to paragraph (l) of this Rule 40.

- (vii) The relationship between members and Club employees.
- (viii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Rules are not reserved for decision by the Club in General Meeting.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (i) subject to paragraph (j) of this Rule 40 to sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which are registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.

- (j) The whole or any part of the land at Lansvale (being the whole of the land in Certificate of Title Volume 10444 Folio 9) owned by the Club shall not by any act or document be leased, assigned, transferred, sold, made subject to any option, except by authority of a resolution passed by a majority of not less than two-thirds of such members being entitled to vote at a general meeting at which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given.

- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.

 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than directors, representatives, agents and servants 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, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.

- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Rules.

- (m)
 - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Rules or the Registered Clubs Act) as such controlling body may from time to time require and the Club will collect from the members of such section and pay on behalf of the section all capitation fees to any such controlling body or as required by such body. Without limitation of this Rule there shall be a section known as Liverpool Lady Golfers which shall be responsible for the conduct, management and control of all Ladies golf within the Club.

 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the

Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Secretary to the Section or to an office holder of the Section .
 - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
 - (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
41. Any By-law made under these Rules shall come into force and have the full authority of a By-law of the Club upon being posted on the Notice Board.

PROCEEDINGS OF THE BOARD

42. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then a Vice President shall act as chairman. If the Vice President is not present or is unwilling or unable to act as chairman then the Captain shall act as chairman. If the Captain is not present or is unwilling to act as chairman then a Vice Captain shall act as chairman. If a Vice Captain is not present or is unwilling to act as chairman then the Board members present may elect a chairman from among their number. The quorum for meetings of the Board shall be five (5) members personally present.

43. (a) The President or the Captain may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.
- (b) The Secretary or other authorised person shall give notice to all members of the Board of the time and place of every meeting of the Board.
44. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or deciding vote.
45. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
46. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
47. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
48. No director shall be disqualified by reason of his office from contracting with the Club either as Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his interest at a meeting of the Board of the Club and the directors comply with Section 232A of the Act. It shall be the duty of the Secretary to record a declaration pursuant to this Rule 48 in the Minutes of the Meeting.
49. The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest pursuant to Section 231 of the Act.

VACANCIES ON BOARD

50. Subject to the provisions of these Rules the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that member or those members' period of office and may by ordinary resolution appoint another person or persons in that member or those members' stead providing that person or persons so appointed has the qualifications for office and complies with these Rules. Any person so appointed shall hold office during such time only as the Board member whose place the person is appointed would have held if the Board member had not been so removed.
51. The office of President, Vice President, Captain, Vice Captain, Honorary Treasurer and Ordinary Board member shall be automatically vacated if the person holding that office:
- (a) Becomes insolvent under administration or is convicted of any offence referred to in Section 229(3) of the Act.
 - (b) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) Is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board.
 - (d) By notice in writing given to the Secretary resigns that office.
 - (e) Becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (f) Ceases to be a member of the Club.
 - (g) Fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act and these Rules.
 - (h) Becomes an employee of the Club.
 - (i) Ceases to be a member in a category of membership that qualifies the person as being eligible to be a director.
52. If the position of any office becomes vacant the Board shall within three months of the vacancy arising appoint any eligible member to the Board to fill that vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

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

54. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

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

(i) members with at least 5% of the votes that may be cast at the general meeting; or

(ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 54 the term "the request" shall mean the request referred to in this paragraph (b).

(c) The request must:

(i) be in writing; and

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

(iii) be signed by the members making the request;

(iv) be given to the Club.

(d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

(e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.

(f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.

(g) The meeting referred to in paragraph (f) of this Rule 54 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.

(h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.

(i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover

the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 54. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

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

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

56. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Rule 73;
 - (c) To elect the Board in accordance with these Rules;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other business of which due notice has been given.
57. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the

auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

58. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
59. (a) If the Club has been given notice of a resolution under Rule 58, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

60. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
- (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.
61. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

63. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings shall not be less than twenty five (25 Life, Ordinary and/or Associate).
64. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
65. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Captain shall be Chairman but if the Captain is not present or is unwilling to act then a Vice Captain shall be Chairman but if a Vice Captain is not present or is unwilling to act then a member of the Board or Life or Ordinary member of the Club as the meeting shall determine shall act as Chairman.
66. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.

- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) Vote at any election including an election of a member or of the Board.
- as the proxy of another person.
67. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
68. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
69. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
70. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS

71. 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.
72. 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.

73. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Report of the Club;
 - (b) a copy of the Directors' Report; and
 - (c) a copy of the Auditors' Report on the financial report.

AUDITORS

74. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

FINANCIAL YEAR

75. The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or such other period as having regard to the Act, the board may determine.

SECRETARY

76. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall hold the certificate of registration of the Club and shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act..

SEAL

77. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

78. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Rules.

79. 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.

INDEMNITY TO OFFICERS

80. Every person who is or has been an officer (as defined in Section 241 of the Act) or Auditor of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the Club, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
 - (b) in connection with any administrative proceedings relating to that person's position with the Club, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - (c) in connection with any application in relation to any proceedings relating to that person's position with the Club whether civil or criminal, in which relief is granted to that person under the Act by the Court.
81. Every person who is an officer (as defined in Section 241 of the Act) or an auditor of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person other than the Club as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith.
82. The Club may pay a premium for a contract insuring a person who is or has been a Director or Secretary of the Club against:
- (a) any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Corporations Law; and
 - (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Club, whether civil or criminal and whatever their outcome.

AMENDMENTS TO MEMORANDUM AND RULES

83. Only Ordinary members, Associate class “A” members and Life members shall be eligible to vote on any Special Resolution including a Special Resolution to amend the Memorandum of Association or these Rules.

GENERAL

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