

CORPORATIONS ACT 2001

CONSTITUTION

of

OAK POINT GOLF CLUB LIMITED

ACN 000 101 646

1. Adopted 1 July 2024
2. Amended 6 August 2024

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CONSTITUTION
of
OAK POINT GOLF CLUB LIMITED
ACN 000 101 646

NAME

1. The name of the Company is Oak Point Golf Club Limited.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS

5.
 - (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

"**Act**" means the *Corporations Act 2001* (Cth). When any provision of the Act is referred to the reference is to the same or similar provision in any legislation replacing, amending or modifying the Act however that provision may be amended in that legislation and if applicable any Regulation made under the Act.

"**Amalgamation**" means the amalgamation between the Club and KGC.

"**Amalgamation Completion**" means the completion of the Amalgamation.

"**Board**" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"**By-laws**" shall mean the By-laws made in accordance with this Constitution.

"Club" means Oak Point Golf Club Limited ACN 000 101 646.

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

"Constitution" means this Constitution.

"Director" means a director of the Club.

"Financial Member" means a Member who:

- (i) has paid the subscription in accordance with Rule 54;
- (ii) does not owe any other money to the Club after the expiration of thirty (30) days from service on that Member of a notice from the Club requiring payment.

"Foundation Member" means one or both the Foundation Members - Liverpool and Foundation Members - Kogarah as described in Rule 30.

"Foundation Member - Kogarah" means an Ordinary Member that qualifies under Rule 30(b).

"Foundation Member - Liverpool" means an Ordinary Member that qualifies under Rule 30(c).

"Full Member" means any person who is in one of the categories of membership referred to in Rule 19.

"Future Fund" means a separate authorised deposit-taking institution account established under Rule 98 to accept the Sale Proceeds, less those costs associated with:

- (i) the Master Plan;
- (ii) the purchase of any additional land adjacent to the Club's premises prior to the date of establishment of the Future Fund and any directly related costs;
- (iii) construction of additional facilities on the Club's premises or land referred to in (ii) prior to the date of establishment of the Future Fund, including directly related costs;
- (iv) the discharge of all Club borrowings as at Amalgamation Completion;
- (v) the costs of all consultants, advisors and experts required by the Club and KGC to complete the Amalgamation;
- (vi) payment of holding fees paid under or in connection with the funding agreement between the Club and KGC dated 22 December 2022 by KGC to the Club; and

- (vii) trading losses incurred by the Club in the period between Amalgamation Completion and the date of establishment of this fund,

and for clarity, Rule 104 applies to any proposed expenditure that occurs after the establishment date of the Future Fund that would have otherwise been covered by (ii) or (iii) above, if occurring prior to the establishment date.

“Gaming Machines Act” means the *Gaming Machines Act 2001* (NSW). Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation and if applicable any Regulation made under the Gaming Machines Act.

“KGC” means Kogarah Golf Club Ltd ACN 000 020 468.

“KGC Premises” means the land and clubhouse building of KGC located at 19 Marsh Street, Arncliffe, New South Wales 2205 comprised in certificate of title folio identifier 100/1231954 and 31/1231486.

“Liquor Act” means the *Liquor Act 2007* (NSW). Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation and if applicable any Regulation made under the Liquor Act.

“Master Plan” means the capital works program jointly developed and agreed between the Club and KGC with regards to the overall capital works program framework and budget set out in the MOU.

“Member” means any member of the Club.

“MOU” means the Memorandum of Understanding between the Club and KGC with respect to Amalgamation.

“Ordinary Member” means any Member of the Club apart from Life Members, Provisional Members, Honorary Members and Temporary Members.

“Register of Members” means the register of Members maintained pursuant to the Registered Clubs Act.

“Registered Clubs Accountability Code” means the code set out in Schedule 2 of the Registered Club Regulations 2015 pursuant to clause 41C of the Registered Clubs Act.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (NSW). When any provision of the Registered Clubs Act is referred to the reference is to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation and if applicable any Regulation made under that Act.

"Rules" means the rules comprising this Constitution.

"Sale Proceeds" mean the proceeds of sale of the KGC Premises, whether received by KGC prior to Amalgamation Completion or receivable by the Club after Amalgamation Completion.

"Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer.

"Special Resolution" has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least 75% of the votes cast by Members eligible to vote on the Special Resolution.

"Sub Club" means any sporting club that pursuant to a resolution of the Board under Rule 85 is or has been established by the Club.

"Top Executive" means:

- (i) the Secretary;
- (ii) a Manager;
- (iii) any employee of the club who is nominated by the club as a top executive;
- (iv) any employee of the club (other than a person referred to in paragraphs (i)–(iii):
 - (1) who is one of the five (5) highest paid employees of the Club, and
 - (2) whose remuneration package exceeds the high income threshold set by the Fair Work Commission under the Fair Work Act 2009 of the Commonwealth, and
 - (3) who is involved in the general administration of the Club or with its liquor and gaming operations.

"Transitional Board" has the meaning given to it in Rule 70.2.

"Transitional Director" means a Director elected during the Transitional Term.

"Transitional Term" means the period from Amalgamation Completion until the conclusion of the fourth Annual General Meeting of the Club that occurs after Amalgamation Completion.

"Voting Member" means a Life Member, Full Playing Member and Playing Member.

- (b) Words importing the singular number also include the plural and vice versa.

OBJECTS

6. The objects of the Club are:
- (a) To promote the playing of golf as a sport by establishing a non-profit organisation as a golf club for that purpose and to promote participation in other sports games and recreational activities.
 - (b) To establish, operate, maintain, alter and improve a Clubhouse, golf course, associated facilities and other sports games and recreational facilities as determined by the Club on the Club's premises for the convenience, comfort and wellbeing of Members and for the promotion of the purposes of the Club.
 - (c) To do all things that are usual and necessary for operating a golf club including, but not limited to, joining and maintaining membership of Golf Unions, Associations and the like and other bodies and organisations which govern the game of golf and the operation of golf clubs in Australia, and to do all things that may be necessary if the Club undertakes to operate any other sporting activities
 - (d) To promote, hold and participate, either alone or jointly with any other association or associations, club or clubs or persons, in golf and other sports, meetings, competitions and matches and to contribute towards the provision of prizes and awards.
 - (e) To make arrangements by contract or otherwise for the provision of golf club professional services to provide golf teaching and other golf services to Members, visitors and other approved persons and to hold promote, organise and run club golf competitions and special events.
 - (f) To make the golf course and Clubhouse facilities available to Members and Members' guests, visitors and Members of the general public on such terms as the Club thinks fit and in accordance with the provisions of the Registered Clubs Act and, in this regard, to promote and hold social and other entertainment for the benefit of Members and guests and to make provision for Club premises, property and services to be hired by others on terms determined by the Club, provided such terms or use of Club property do not negate the Club's non-profit status.
 - (g) To raise money by entrance fees, annual subscriptions and other lawful means to provide funds to operate the Club and its activities.
 - (h) To insure and keep insured any insurable property, interests and expectations and the employees, servants and Members of the Club against all lawful insurance risks including public liability and indemnity for elected Directors of the Club relative to their Club duties and responsibilities, as may be allowed by law and the Act, and to similarly arrange indemnification for any other Member authorised by the Board to act on behalf of the Club.

- (i) To purchase, take on, lease, exchange, hire or otherwise acquire any real or personal property and to dispose, in whole or in part, in any way any such property subject to any limitation imposed by law.
- (j) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may be from time to time determined.
- (k) To borrow or raise money and give security for the money raised.
- (l) To hold a Club Licence under the Liquor Act and gaming machine entitlements under the Gaming Machines Act and to provide alcohol, drinks and beverages and food and lawful gaming for Members and guests of Members together with all the usual facilities of a golf club.
- (m) To do all such other lawful things as in the opinion of the Club are incidental to or conducive to the attainment of any or all of the above objects, acting in accordance with the requirements of this Constitution and the Act.

LIMITED LIABILITY

7. The liability of the Members is limited as provided in Rule 8.

MEMBERS GUARANTEE

8.

- (a) Each Member undertakes to contribute an amount not exceeding ten dollars (\$10.00) if the Club is wound up:
 - (i) while they are a Member of the Club; or
 - (ii) within one (1) year of the date that they cease to be a Member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
 - (i) payment of the debts and liabilities of the Club contracted before the Member ceased to be a Member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

9.

- (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

- (i) not be transferred, paid to or distributed among the Members;
 - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 9 shall be determined by:
- (i) the Members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (ii) the Supreme Court of New South Wales.

PROPERTY AND INCOME OF THE CLUB

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in the Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members of the Club.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not they are a Director or a Member of any committee of the Club shall not be entitled under the Constitution or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
12. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled under the Constitution or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
13. A Director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any Member of the Club in return for services actually rendered;

- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a Member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any Member to the Club.
15. A Director of the Club shall not receive from the Club remuneration or other benefit in money or monies worth in respect of their duties as a Director except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

LIQUOR & GAMING

- 16.
- (a) 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. This Rule 16(a) does not apply 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) of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
 - (d) The Secretary or any employee, Director or Member of any committee of the Club shall not be entitled under the Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
 - (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
 - (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

17.
 - (a) The number of Ordinary Members and Life Members of the Club shall not 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 in accordance with this Constitution.
18. A Person shall not be admitted to Membership of the Club except as an Ordinary Member, Life Member, Provisional Member, Honorary Member, or Temporary Member.
19. Full Membership of the Club shall be divided into the following categories:
 - (a) Ordinary Members; and
 - (b) Life Members.
20. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:
 - (a) Full Playing Members;
 - (b) Playing Members;
 - (c) Associate Members; and
 - (d) Junior Members.
21. At Amalgamation Completion, and until otherwise determined by the Board, each class of Full Membership shall consist of the sub-classes described in the "Equivalent OPGC Membership Sub-classes" column in the Schedule.
22. Persons who are not Full Members may, in accordance with this Constitution, be admitted to the Club as:
 - (a) Provisional Members;
 - (b) Honorary Members;
 - (c) Temporary Members.
23. The number of Full Members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full Members of the Club.
24. All classes of membership are open to all genders.
25. The maximum number of Members in each category shall be determined by the Board from time to time.

26. Subject to this Constitution the Board may from time to time by way of By Law define or limit the rights and privileges of each class and sub-class of membership.
27. A person who:
- (a) is a financial Full Member of the Club, or who makes application and is elected as a Full Member of the Club in accordance with the deed of amalgamation between the Club and KGC dated 28 June 2023; and
 - (b) is a financial Full Member (as defined in the Registered Clubs Act) of KGC and whose name is entered in the Register of Members of KGC, on the date of transfer of the club licence of KGC to the Club by the Independent Liquor & Gaming Authority,
- will:
- (c) for the purposes of the Registered Clubs Act only, be identified in the Club's Register of Members as a "Kogarah Golf Club Member"; and
 - (d) be given credit for any annual subscription pre-paid in respect of their membership of KGC.
28. Subject to Rule 31, a member of the Club immediately prior to Amalgamation Completion will, on and from Amalgamation Completion, be transferred to the equivalent class and sub-class of Ordinary Membership, or Life Membership, described in the Schedule.
29. Subject to Rule 31, a person referred to in Rule 27 will, on and from election as a Full Member of the Club, be transferred to the equivalent class and sub-class of Ordinary Membership, or Life Membership, described in the Schedule.
30. Subject to Rule 31, a person who transfers to the Full Playing Member or Playing Member class under:
- (b) Rule 28, in addition to their category, class and sub-class of Membership, will be:
 - (i) from Amalgamation Completion until the end of the tenth (10th) annual general meeting following Amalgamation Completion, a Foundation Member - Liverpool;
 - (ii) immediately following the end of the tenth (10th) annual general meeting following Amalgamation Completion, a Foundation Member; and
 - (c) Rule 29, in addition to their category, class and sub-class of Membership, will be:
 - (i) from Amalgamation Completion until the end of the tenth (10th) annual general meeting following Amalgamation Completion, a Foundation Member - Kogarah; and

- (ii) immediately following the end of the tenth (10th) annual general meeting following Amalgamation Completion, a Foundation Member.
31. A person:
- (a) referred to in:
 - (i) Rule 28 whose years of continuous membership of the Club, combined with their age, equals not less than 90 as at Amalgamation Completion; and
 - (ii) Rule 29 who has held at least 30 continuous years of KGC (or combined KGC and Club) playing membership and has reached the Australian Government pension age, both as at Amalgamation Completion; or
 - (b) who has held at least 30 continuous years of Club, or combined Club and KGC playing membership and has reached the Australian Government pension age,

is eligible to pay a reduced annual subscription compared to the subscription ordinarily payable for their class and sub-class of Ordinary Membership, with such reduced subscription, and any further reduction for sub-groups within those eligible under this Rule, to be at the discretion of the Board.

32. A person referred to in Rule 27 who was a "non-playing" member of KGC may, until the date three months following Amalgamation Completion, apply to transfer to the Full Playing Member or Playing Member class of Ordinary Membership, in which case upon payment of the relevant subscription will be accepted by the Board in the relevant class, and qualify as a Foundation Member - Kogarah under Rule 30(c).
- 32A. Notwithstanding Rule 30, a person referred to in Rule 30 will, immediately upon receiving approval of the Board to the transferring of their membership to the class of Associate Membership, cease to be a Foundation Member then and in perpetuity.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

33. **Full Playing Members** shall be persons who have attained the age of eighteen (18) years and are elected as Full Playing Members of the Club or are transferred by the Board from another class of Ordinary Membership to Full Playing Membership of the Club.
34. **Playing Members** shall be persons who have attained the age of eighteen (18) years and are elected as Playing Members of the Club or are transferred by the Board from another class of Ordinary Membership to Playing Membership of the Club.
35. The Full Playing Member class, is entitled to:

- (a) choose from such combinations of playing and social privileges and advantages of the Club as offered to their class of membership as may be determined by the Board from time to time;
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible Member for any office of the Club;
 - (g) propose, second or nominate any eligible Member for Life Membership; and
 - (h) introduce guests to the Club.
36. The Playing Member class are entitled to:
- (a) choose from such combinations of playing and social privileges and advantages of the Club as offered to their class of membership as may be determined by the Board from time to time; and
 - (b) the rights attached to the Full Playing Member class of membership set out in Rules 35(b) – 35(h) inclusive, excluding Rule 35(c).
37. **Associate Members** shall be persons who have attained the age of eighteen (18) years and are elected to Associate Membership of the Club.
38. Subject to the requirements of the Registered Clubs Act, the Associate Member class is entitled to such social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to use the course, greens or other sporting facilities of the Club for play, except at the discretion of the Board and shall not be entitled to:
- (a) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for and be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second, or nominate any eligible Member for any office of the Club; and

- (f) propose, second or nominate any eligible Member for Life Membership.
- 38A. A person in the class of Associate Membership must pay the applicable annual subscriptions, joining fee and other payments payable, when seeking a transfer to the membership classes of Full Playing Member or Playing Member of the Club.
39. **Junior Members** shall be persons who have attained the age of ten (10) years but who have not attained the age of eighteen (18) years and are elected to Junior Membership of the Club.
40. A person shall not be admitted as a Junior Member of the Club unless the Board:
- (a) is satisfied that that the person is joining the Club for the purposes of playing sport as a Member of the Club or a Sub Club;
 - (b) has received from that person's parent or guardian written consent to that person becoming a Junior Member of the Club and taking part in the sporting activities organised by the Club or a Sub Club; and
 - (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub Club.
41. Subject to the provisions of the Registered Clubs Act, the Junior Member class is entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible Member for any office of the Club;
 - (f) propose, second or nominate any eligible Member for Life Membership;
 - (g) introduce guests to the Club.

LIFE MEMBERS

- 42.
- (a) A Life Member shall be any Member who has rendered outstanding service to the Club and has been granted Life Membership of the Club in accordance with this Rule 42.

- (b) Life Membership may only be conferred at an Annual General Meeting of the Club.
- (c) Candidates for Life Membership shall be nominated by one (1) Voting Member and seconded by another Voting Member.
- (d) If a nomination for Life Membership is approved by the Board, the nomination shall be referred to the next Annual General Meeting of the Club and not less than 21 days written notice of the nomination shall be given to all Members eligible to vote at that meeting.
- (e) If a nomination for Life Membership is approved by a resolution passed by not less than a two-thirds majority of the Members present and voting at the Annual General Meeting the person nominated shall thereby be a Life Member of the Club.
- (f) Every Life Member shall be entitled to all the rights and privileges of Full Playing Members.
- (g) A Life Member is relieved from the payment of any annual subscription.
- (h) Only one (1) Life Member may be elected in any one (1) financial year.
- (i) There shall be no more than fifteen (15) Life Members of the Club at any one time.

PROVISIONAL MEMBERS

- 43. A person who has given an application for membership in accordance with Rule 51 and who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the application form may be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 44. Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six (6) weeks from the date of the application form being given to the Club or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the joining fee (if any) and subscription submitted with the application shall be forthwith returned to that person.
- 45.
 - (a) A Provisional Member shall be entitled to:
 - (i) the social facilities and advantages of the Club as the Board may determine from time to time; and
 - (ii) introduce guests into the Club.
 - (b) A Provisional Member shall not be entitled to:

- (i) attend or vote at Annual General Meetings and general meetings of the Club; or
- (ii) nominate for and be elected to hold office on the Board;
- (iii) vote in the election of the Board;
- (iv) vote on any special resolution to amend this Constitution;
- (v) propose, second, or nominate any eligible Member for any office of the Club;
- (vi) propose, second or nominate any eligible Member for Life Membership.

HONORARY MEMBERS

46.

- (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club; or
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) An Honorary Member is relieved from the payment of any joining fees and annual subscription.
- (c) An Honorary Member shall be entitled to:
 - (i) the social facilities and advantages of the Club as the Board may determine from time to time;
 - (ii) to play golf of the Club's golf course at times determined by the Board from time to time; and
 - (iii) introduce guests into the Club.
- (d) An Honorary Member shall not be entitled to:
 - (i) attend or vote at Annual General Meetings and general meetings of the Club; or
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible Member for any office of the Club;

- (vi) propose, second or nominate any eligible Member for Life Membership.
- (e) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred;
 - (iv) the date on which Honorary Membership is to cease.
- (f) The Board may terminate the Membership of any Honorary Member at any time without notice and without having to provide any reason therefore.

TEMPORARY MEMBERS

47. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A Full Member (as defined in the Registered Clubs Act) of another 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 they so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 48.
- (a) Temporary Members shall not be required to pay a joining fee or annual subscription.
 - (b) A Temporary Member shall be entitled to:
 - (i) the social facilities and advantages of the Club as the Board may determine from time to time; and

- (ii) subject to Rules 68 and 69 introduce guests into the Club.
- (c) A Temporary Member shall not be entitled to:
 - (i) attend or vote at Annual General Meetings and general meetings of the Club; or
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible Member for any office of the Club;
 - (vi) propose, second or nominate any eligible Member for Life Membership.
- (d) The Secretary or senior employee then on duty 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 unless that person is a Junior Member of another registered club and satisfies the requirements of Rule 47(c).
- (f) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 47(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.

VOTES OF MEMBERS

- 49. (a) Only Life Members, financial Full Playing Members and financial Playing Members shall be entitled to attend and vote at any meeting of the Club.
- (b) Subject to Rule 137, every Member when eligible to vote shall be entitled to vote both on a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting by electronic means, determined and on the taking of a poll and in any postal ballot for the election of the Board and shall have one (1) vote.

- (c) No Member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- (d) Only a Member who is entitled to vote on a resolution at a general meeting may propose or second that resolution at a meeting.

ELECTION OF MEMBERS

- 50.
 - (a) A person shall not be admitted as a member of the Club, other than as an Honorary Member or Temporary Member, unless they are elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club.
 - (b) The names of the Members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
 - (c) The Board may reject any application for Membership without assigning any reason for such rejection.

- 51.
 - (a) Every application for Membership of the Club (which shall be a proposal for Membership by the applicant) shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
 - (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the email address of the applicant;
 - (iv) the date of birth and the age of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (vi) the signature of the applicant; and
 - (vii) such other particulars as may be prescribed by the Board from time to time.
 - (b) Every form of application for Full Playing Membership or Playing Membership shall be presented by the applicant, in person, to the Secretary (or to an officer of the Club authorised by the Secretary to receive applications).
 - (c) The full name of each applicant for Ordinary Membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.

- (d) An interval of at least fourteen (14) days shall elapse between lodgement of the nomination form of a person for election and the election of that person to Membership of the Club.
- (e) The Club shall not be required to notify a person if they have been elected to membership.
- (f) If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

- 52.
- (a) Subject to Rule 52(b) annual subscriptions, joining fees and other payments payable by Members of the Club shall be such as the Board may from time to time prescribe.
 - (b) Annual subscriptions for Foundation Members shall be such as the Board may from time to time prescribe provided that the annual subscription for such Members shall:
 - (i) in the period between Amalgamation Completion and the conclusion of the tenth (10th) annual general meeting following Amalgamation Completion, comply with the requirements of Item 1 Annexure C of the MOU; and
 - (ii) from the conclusion of the tenth (10th) annual general meeting following Amalgamation Completion, be less than the subscription payable for the relevant sub-class of Full Playing Membership or Playing Membership to which a Foundation Member belongs.
- 53.
- (a) In accordance with the Registered Clubs Act, the Board may determine the subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
 - (b) The Board may determine that joining fees are payable in instalments. Notwithstanding any other provision of this Constitution, any Member who elects to pay a joining fee by instalments shall not, until the joining fee has been paid in full, be entitled to stand for and be elected to the Board.
 - (c) Any person who is elected to membership in the first month of the Club's financial year will pay the full annual subscription for the category, class and sub-class of membership, and with respect to Full Playing Members and Playing Members the chosen rights and privileges, to which the Member is elected. Any person who is elected to membership in any other month of the Club's financial year shall pay a proportion of the annual subscription which is equal to one twelfth of the annual

subscription for the category, class and sub-class of membership to which the Member is elected multiplied by the number of months remaining in the financial year including the month in which the person is elected.

- 54.
- (a) All subscriptions shall be due and payable on a date determined by the Board from time to time.
 - (b) Each year the Club shall cause reasonable notice to be given in writing to each Member of the due date for payment of the subscription in paragraph (a) of this Rule 54 and of the provisions of paragraph (c) of this Rule 54.
 - (c) Subject to paragraph (d), any person who has not paid their subscription within thirty (30) days of the due date shall cease to be entitled to the privileges of Membership of the Club and by resolution of the Board may be removed from Membership of the Club and the provisions of Rule 50 and Rule 51 shall not apply to such resolution.
 - (d) Notwithstanding the thirty (30) day period in paragraph (c) of this Rule 54, where a person has not paid their subscription by the due date, they shall lose all playing privileges of Membership of the Club unless or until the earlier of they pay their subscription in full or are by resolution of the Board removed from Membership of the Club.
 - (e) Any person who has been removed from Membership of the Club pursuant to paragraph (c) of this Rule 54 may re-apply for Membership in accordance with this Constitution.
- 55.
- (a) The Board shall have the power to provide a refund to the Estate of a deceased Member of that part of any annual subscription paid by the deceased Member from the date of the deceased Members death to the end of the period paid for by the Member.
 - (b) Any Member in any class of Ordinary Membership who will be absent from the State of New South Wales for a full subscription year may be placed on an absentee list.
 - (c) An eligible Member may only be placed on the absentee list if the Member notifies the Secretary prior to the commencement of the relevant subscription year that the Member will be absent from the State for that year,
 - (d) A Member who pursuant to this Rule is placed on the absentee list shall remain on the absentee list for at least one (1) subscription year.
 - (e) A Member on the absentee list shall pay the minimum annual subscription permitted under the Registered Clubs Act for each year they remain on the absentee list.

- (f) A Member on the absentee list who returns to New South Wales during a subscription year, after being on the absentee list for a least one (1) subscription year may apply to have themselves removed from the absentee list by:
- (i) notifying the Secretary in writing that they have returned to New South Wales; and
 - (ii) paying the annual subscription for the category, class and sub-class of membership to which they belong calculated on a pro-rata basis for the remaining period of the subscription year.
- (g) A Member on the absentee list will continue to remain on the absentee list for each subscription year until the Member has notified the Secretary in writing on their return to the State and their desire to be removed from the absentee list.
- (h) A Member may apply for a temporary leave of absence of Membership of not less than three (3) months due to illness or injury, which must be accompanied by such evidence as requested by the Board. The Board may grant a leave of absence in its absolute discretion and is not required to provide reasons for its decision. If a Member is granted a leave of absence, the portion of their subscription in that Membership year commensurate with the period of their approved leave of absence will be applied as a credit towards their subscription payable in the next membership year. The credit is not payable as cash and expires if the Member does not continue their Membership in the next Membership year.

NON-FINANCIAL MEMBERS

56.

- (a) Notwithstanding any Rule contained in this Constitution, any Member who is not a Financial Member (as defined in Rule 5(a)) shall not be entitled to:
- (i) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (ii) participate in any of the recreational, social or sporting activities of the Club or any Sub Club without the permission of the Board;
 - (iii) attend or vote at any meeting of the Club or any Sub Club;
 - (iv) nominate or be elected or appointed to the Board or any committee of a Sub Club;
 - (v) vote in the election of the Board or any committee of a Sub Club;
 - (vi) propose, second or nominate any eligible Member for any office of the Club or any Sub Club;
 - (vii) propose, second or nominate any eligible Member for Life Membership.

- (b) The Board may remove from the Register of Members of the Club any Member who has been unfinancial for more than three (3) months.

REGISTERS OF MEMBERS AND GUESTS

57. The Club shall keep the following registers:
- (a) A register of persons who are Full Members which shall be kept in accordance with Section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those Members:
- (i) the name in full;
 - (ii) the address;
 - (iii) the date on which the entry of the Member's name in the register is made;
 - (iv) the date on which that Member last paid the annual fee for Membership of the Club (excluding Life Members).
- (b) A register of persons who are Honorary Members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
- (c) A register of persons who are Temporary Members other than Temporary Members referred to in Rule 46(a)(iii) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of Members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

ADDRESSES OF MEMBERS

58. Members must advise the Secretary of the Club of any change in their details (including address, email address and telephone number) within fourteen (14) days of changing their address or details as recorded in the Register.

DISCIPLINARY PROCEEDINGS

59. Subject to Rule 60, the Board (or any authorised committee of the Board) shall have power to reprimand, suspend, expel or accept the resignation of any Member, if that Member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-law; or
 - (b) is, in the opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a Member.

60. The following procedures shall apply to disciplinary procedures of the Club:

- (a) A Member shall be notified of:
 - (i) any charge against the Member pursuant to Rule 59; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The Member charged shall be notified of the matters in paragraph (a) of this Rule 60 by notice in writing by electronic communication or post to the Member's last known mobile, email address, or physical address at least fourteen (14) clear days before the meeting of the Board at which the charge is to be heard.
- (c) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (d) If the Member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it and impose penalties, the Member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the Member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the Member is guilty or not of the charge.
- (f) When the Board has determined the issue of guilt, if the Member charged is at the meeting, the Board must inform the Member whether or not the Member has been found guilty.
- (g) If the Member charged has been found guilty and is at the meeting, the Member must be given a further opportunity at the meeting to address the Board in relation to the appropriate disciplinary response referred to in Rule 59 for the charge of which the Member has been found guilty.
- (h) No motion by the Board (or delegated committee) to reprimand, suspend or expel a Member shall be deemed to be passed unless a two-thirds majority of the Directors or committee members present in person vote in favour of such motion.
- (i) The voting by members of the Board at a meeting at which a charge is heard shall be by secret ballot.
- (j) The Board has power to adjourn, for such period as it considers fit, a meeting held pursuant to this Rule 60.
- (k) Subject to Rule 64, 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.

61. If a notice of charge is issued to a Member pursuant to Rule 60(a), the Board by resolution or the Secretary (independently of the Board) shall have power to suspend that Member from all rights and privileges as a Member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the Member concerned.
62. Any Member suspended pursuant to Rules 59, 60 or 61 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the written permission of the Board;
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub Club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub Club;
 - (d) nominate or be elected or appointed to the Board or any committee of any Sub Club;
 - (e) propose, second or nominate any eligible Member for any office of the Club or any Sub Club;
 - (f) propose, second or nominate any eligible Member for Life Membership.
63. Any reference to the Board in Rules 59 to 62 inclusive include a reference to the Board or its authorised committee, as the case may be.
64. Where a matter under Rules 59 to 63 is dealt with by an authorised committee, the Board, no later than seven (7) days following the handing down of a decision by said committee under Rule 60, may at its absolute discretion, set aside the decision of the committee and rehear the matter de novo. Any subsequent rehearing by the Board must take place in accordance with Rule 60, the decision of the Board is final, and the Board is not required to assign any reason for its decision.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 65.
- (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to paragraph (c) of this Rule 65, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any Member:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;

- (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is designated smoke-free.
 - (vi) who uses, or has in their possession, while on the premises of the Club any substance that the Secretary or any employee of the Club suspects of being a prohibited drug or prohibited plant.
 - (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (c) of this Rule 65 a person (including a Member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 65) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

66.

- (a) A Member may at any time resign from their Membership of the Club by either:
 - (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her Membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from Membership.
- (b) Any resignation pursuant to this Rule 66 shall take effect from the date on which the notice is received by the Secretary or the date on which the Membership card is received by the officer of the Club.
- (c) Any Member who has resigned pursuant to this Rule 66 will not be entitled to any refund of Membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of their Membership fees from the date of resignation.

GUESTS

- 67.
- (a) All Members except Junior Members, Honorary Members and (subject to paragraph (b) of this Rule 67) Temporary Members shall have the privilege of introducing guests to the Club.
 - (b) A Temporary Member may only introduce a guest in accordance with Rule 68.
 - (c) Unless the guest is a minor, on each day a Member first brings a guest into the Club that Member shall enter in the Register of Guests the name and address of the guest and that Member shall countersign that entry.
 - (d) No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
 - (e) No Member shall introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rules 59 or 60 or suspended pursuant to Rules 59, 60 or 61 or who has been refused admission to or turned out of the Club pursuant to Rule 65.
 - (f) Members shall be responsible for the conduct of any guests they may introduce to the Club.
 - (g) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
 - (h) 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.
 - (i) A guest shall at all times remain in the reasonable company of the Member who countersigned the entry in the Register of Guests in respect of that guest.
 - (j) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry in the Register of Guests in respect of that guest.
 - (k) The Secretary may refuse a guest of a Member admission to the Club or require a guest of a Member to leave the premises of the Club (or any part thereof) without giving any reason.
68. A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member;
 - (b) who does not remain on the Club premises any longer than that Temporary Member;
 - (c) in relation to whom that Temporary Member is a responsible adult.

69. For the purposes of Rule 68(c) “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

70. During the Transitional Term:
- 70.1 The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of eight (8) Directors of the Club and four (4) Directors must be Foundation Members - Liverpool and four (4) Directors must be Foundation Members – Kogarah.
- 70.2 Subject to Rule 73 the following Members shall be entitled to stand for and be elected or appointed to the Board during the Transitional Term (**Transitional Board**):
- (a) Foundation Members – Liverpool who were:
 - (i) on the Board of the Club as at Amalgamation Completion; and
 - (ii) approved by the Board of the Club prior to Amalgamation Completion to be a member of the Board during the Transitional Term; or
 - (b) Foundation Members – Kogarah who were:
 - (i) on the Board of KGC as at Amalgamation Completion; and
 - (ii) approved by the Board of KGC prior to Amalgamation Completion to be a member of the Board during the Transitional Term.
- 70.3 The Transitional Board shall at all times have a President (who will be the chairperson), Vice President, Club Captain and Treasurer (who will be the Chairperson of a finance committee that will be formed by the Board).
- 70.4 The role of President (chairperson) and Vice President will alternate between the Club and KGC approved Transitional Directors during the Transitional Term. The President and chairperson of the first Transitional Board for the first half of the initial period between the first election of a Transitional Board and the second Annual General Meeting of the Club from Amalgamation Completion will be the chairperson of KGC as at the date of execution of the MOU, and the vice-president for the first half of the initial period between Amalgamation Completion and the second Annual General Meeting following Amalgamation Completion will be the president of the Club as at the date of the MOU For the second half of the initial period the roles and appointment power will alternate from the KGC approved Transitional Directors to Club approved

Transitional Directors with respect to the appointment of the President (chairperson) with the president of the Club as at the date of the MOU to be the president and from the Club approved Transitional Directors to KGC approved Transitional Directors with respect to the appointment of the Vice President with the chairperson of KGC as at the date of execution of the MOU to be vice-president. From the end of the initial period the roles of president (chairperson) and vice-president will then alternate following completion of the Annual General Meeting between the chairperson of KGC at the date of the MOU and the president of the Club as at the date of the MOU. In the event of a President or Vice-President resigning or their position otherwise becoming vacant during the Transitional Term, the Transitional Directors remaining who are from the same club that nominated the departed President or Vice President will appoint a replacement President or Vice President as required from within their number.

70.5 For each of the periods of the Transitional Term that the President and Vice President are appointed and alternate under Rule 70.4 above the:

- (a) KGC approved Transitional Directors will elect for that period a Treasurer / chair of finance committee, who will also be chair of the Future Fund committee;
- (b) Club approved Transitional Directors will elect for that period a Club Captain; and
- (c) Transitional Directors collectively will, from their number, during the Transitional Term elect any committees,

and any casual vacancies in the role of Treasurer or Club Captain during the Transitional Term will be filled by the:

- (d) KGC approved Transitional Directors for the Treasurer; and
- (e) Club approved Transitional Directors for the Club Captain.

70.6 In the event of a Transitional Director resigning or their position otherwise becoming vacant during the Transitional Term the Transitional Directors remaining who are from the same club that approved the departed Transitional Director will nominate a replacement for that person who must be:

- (a) from the same club that nominated the departed Transitional Director, and such replacement must meet the relevant eligibility criteria set out in Rule 70.2(a)(i) or 70.2(b)(i) as the case may be; or
- (b) in the absence of a person who meets the eligibility criteria in (a) being available and willing to join the Transitional Board then all persons who were a member of the same club that nominated the departed Transitional Director as at Amalgamation Completion will become eligible to be nominated for appointment to the casual vacancy on the Transitional Board,

and upon nomination of a qualified person the Transitional Board must appoint the nominated person to fill the casual vacancy created by the departed Transitional Director.

70.7 A Transitional Board must not seek or propose that a resolution be passed at a general meeting pursuant to Section 10(6)(b) of the Registered Clubs Act that would entitle the

members of the Transitional Board to be paid a sum of money in respect of their service as a member of the Board.

- 70.8 A Transitional Board will notwithstanding Rule 70.7 above still be entitled to seek resolutions from Members authorising:
- (a) the payment of out-of-pocket expenses reasonably incurred by them in the course of carrying out their duties in relation to the Club; and
 - (b) the Board at the expense of the Club to attend trade events, including without limitation ClubsNSW and Golf NSW conferences and other events and conferences, as part of their ongoing training and maintenance of qualifications.
71. Following the Transitional Term:
- 71.1 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, which shall consist of a President, Vice President, Club Captain, Treasurer and three (3) ordinary Directors.
- 71.2 The positions of President, Vice President, Club Captain and Treasurer will be directly elected by the Members in accordance with Rules 77 and 78.
- 71.3 The Board may appoint up to two (2) persons to be members of the Board in addition to the seven (7) Directors referred to in Rule 60 pursuant to the Registered Clubs Act and Registered Clubs Regulations.
- 71.4 The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of any person appointed to the Board pursuant to Rule 71.3.
- 71.5 Any person appointed by the Board to be a Director pursuant to Rule 71 only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category, class or sub-class of membership.
- 71.6 Subject to Rule 73 only Life Members and Full Playing Members shall be entitled to stand for and be elected or appointed to the Board, provided that to:
- (a) to nominate for, and to be able to be elected or appointed to, the director positions of President, Vice President, Club Captain and Treasurer, the Life Member or Full Playing Member must have at least five (5) years continuous financial membership; and
 - (b) to nominate for, and to be able to be elected or appointed to, a remaining ordinary director position the Life Member or Full Playing Member must have at least three (3) years continuous financial membership with the Club,

which prior to the date that is five (5) or three (3) years (as applicable) after Amalgamation Completion, may be satisfied by an individual being a continuous Financial Member of the Club, and also KGC prior to Amalgamation Completion, for at least five (5) or three (3) consecutive years (as applicable).

72. The Board shall be elected in accordance with the Constitution.
73. A Member who is:
- (a) an employee; or
 - (b) currently under suspension pursuant to Rules 59 to 61;
 - (c) not a Financial Member;
 - (d) has at any time been convicted of an indictable offence; or
 - (e) is a director or top executive (as defined in the Registered Clubs Act) of another registered club,

shall not be eligible to stand for or be elected or appointed to the Board.

74. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

ELECTION OF BOARD

75. Prior to the Transitional Term the Board shall be elected annually. Following Amalgamation Completion, the Board shall within one (1) week call a full election of the Board and General Meeting to announce the election results. Upon election of a new Transitional Board the existing Directors of the Club will cease to hold their positions as Directors.
76. From the first election of the Transitional Board during the Transitional Term the Transitional Board shall be elected under the biennial election system subject to:
- (a) the first Transitional Board elected during the Transitional Period holding office until the second Annual General Meeting of the Club following Amalgamation Completion; and
 - (b) the second Transitional Board elected during the Transitional Period holding office until the fourth Annual General Meeting of the Club following Amalgamation Completion.
77. Following the Transitional Term, that is with effect from and including the fourth Annual General Meeting following Amalgamation Completion the Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below).

SCHEDULE 4

1 Definitions

In this Schedule:

general meeting means a meeting of the members of the club at which members of the governing body are to be elected.

triennial rule means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule.

year means the period between successive general meetings.

2 (Repealed)

3 First general meeting under triennial rule

(1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups:

- (a) shall be determined by drawing lots, and
- (b) shall be as nearly as practicable equal in number, and
- (c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body:

- (a) in group 1 shall hold office for 1 year, and
- (b) in group 2 shall hold office for 2 years, and
- (c) in group 3 shall hold office for 3 years.

4 Subsequent general meetings

At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

5 Casual vacancies

(1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

6 Re-election

A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

7 Revocation of triennial rule

(1) If the triennial rule is revoked:

- (a) at a general meeting—all the members of the governing body cease to hold office, or
 - (b) at a meeting other than a general meeting—all the members of the governing body cease to hold office at the next succeeding general meeting,
- and an election shall be held at the meeting to elect the members of the governing body.

(2) The triennial rule cannot be revoked by a club if the rule is taken to apply to the club pursuant to a regulation made for the purposes of section 30 (1) (a1).

78. The election of the Board shall be conducted in the following manner:

- (a) The Board shall appoint a returning officer and at least two (2) scrutineers to take charge of the ballot.

- (b) A candidate for any position cannot be appointed as the returning officer or as a scrutineer.
- (c) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (d) of this Rule 78, shall be prominently posted on the Club notice board at least thirty-five (35) days prior to the date fixed for the annual general meeting.
- (d) Nominations shall close at least twenty-one (21) days prior to the date fixed for the annual general meeting and must be delivered to the Secretary on or before that date.
- (e) All candidates for the Board must have a director identification number and evidence of this must be provided with the candidate's nomination.
- (f) Nominations for election to the Board shall be made in writing and signed by:
 - (i) one (1) Life Member, financial Full Playing Member or financial Playing Member as proposer;
 - (ii) one (1) Life Member, financial Full Playing Member or financial Playing Member as seconder; and
 - (iii) the nominee, who shall thereby signify his or her consent to the nomination.
- (g) A nomination can be withdrawn at any time prior to the close of nominations.
- (h) An eligible Member may be nominated for more than one office, and must specify in their nomination the office or offices for which they are nominating.
- (i) The Secretary shall post the name of the candidate and his or her proposers on the Club notice board within three (3) business day following the close of the nomination period.
- (j) If the number of eligible candidates for the various positions on the Board, or for each particular senior office, does not exceed the number of vacancies, those candidates who are nominated shall be declared elected.
- (k) If the number of eligible candidates for the various position on the Board, or for any particular senior office, exceeds the number of vacancies, a ballot will take place in respect of those positions.
- (l) The returning officer shall supervise the preparation of ballot papers.
- (m) The names shall appear on the ballot paper in a randomly drawn order, with such draw conducted in a manner determined by the Board from time to time.
- (n) At least twenty-one (21) days prior to the annual general meeting the Secretary shall:
 - (i) inform Members entitled to vote of the dates and times when the ballot will be open for voting; and

- (ii) deliver to the returning officer a register of Members entitled to vote in the election.
- (o) The returning officer shall supervise the issue of ballot papers.
- (p) The ballot paper shall be completed by a Member placing a number "1" against the candidate of their first choice and then by placing succeeding numbers against the names of other candidates the Member wishes to vote for in descending order of their choice.
- (q) The method of voting shall be indicated on each ballot paper.
- (r) If a Member votes for less than the required number of positions their vote shall be counted in respect of those candidates for whom they have cast a vote.
- (s) The ballot shall be held over 14 consecutive days as shall be determined by the Board from time to time provided that the ballot shall close no later than seventy-two (72) hours before the annual general meeting
- (t) The Board will determine the format of the ballot, including whether voting by electronic means is permitted.
- (u) Failure to comply with the requirements of this Rule shall render the vote invalid.
- (v) The returning officer shall supervise the safe custody of ballot papers returned.
- (w) The returning officer shall supervise the examination of ballot papers.
- (x) The decision of the returning officer as to the formality or informality of any vote shall be final.
- (y) Voting shall be on a "first past the post" system.
- (z) The returning officer shall supervise the counting of votes.
- (aa) The number of votes to be counted will be equal to the number of positions to be elected so that by way of example:
 - (i) if one (1) position is to be elected, the highest number vote shall be counted; and
 - (ii) if two (2) positions are to be elected, the two (2) highest number of votes will be counted.
- (bb) If a Member who has been nominated for more than one (1) office is elected to a senior office, the Member shall be eliminated from the election for the junior office. For the purposes of this Rule, the order of seniority is (from highest to lowest):
 - (i) President;
 - (ii) Vice President;
 - (iii) Club Captain;
 - (iv) Treasurer;
 - (v) ordinary Director.

- (cc) If positions with different terms are to be elected then the candidates that receive the highest number of votes will fill the positions with the longest terms.
- (dd) If two (2) or more candidates obtain an equal number of votes and the tie must be broken, the President will, in the presence of a Life Member or two Full Playing Members who are not Directors, draw lots between the candidates having the equality of votes so as to facilitate the election of the necessary number to fill the vacancy or vacancies, or determine the term of the relevant Directors.
- (ee) The returning officer shall report the result of the ballot to the meeting.
- (ff) If the returning officer is not present, a scrutineer shall perform the duties of the returning officer set out in this Rule 78.
- (gg) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the returning officer or scrutineers set out in this Rule 78.
- (hh) If at the close of the annual general meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 114.
- (ii) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 78.
- (jj) No Member shall issue to any other Member or person or distribute within the premises or on the surrounding precincts of the Club any how to vote ticket or written material advocating either for or against the election of any candidate or candidates for the Board of the Club.

POWERS OF THE BOARD

79. The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

80. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution 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.

SPECIFIC POWERS

81. In particular, but without derogating from the general powers set out at Rule 80 above, the Board shall have power from time to time:
- (a) To make such By-laws not inconsistent with this Constitution 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, class and sub-class of Members.
 - (vi) The use of the facilities of the Club (including the golf course) by any Member, group or class of Members.
 - (vii) The relationship between Members and Club employees.
 - (viii) The method and means of holding virtual and electronic meetings including how any voting at such meetings may occur.
 - (ix) The method and means of sending documents in electronic form by electronic communication.
 - (x) Generally all such matters as are commonly the subject matter of the Constitution or By-laws.
 - (b) 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.
 - (c) 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.

- (d) 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.
- (e) 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.
- (f) Subject to paragraph (g) of this Rule 81 and applicable requirements of the Registered Clubs Act, 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.
- (g) 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.
- (h) To secure the fulfillment 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 provided that the Club shall not enter into any such mortgage or charge for more than \$1,000,000 without the approval of Voting Members expressed by an ordinary resolution passed at a general meeting. This paragraph (h) does not apply to any mortgage or charge entered into prior to Amalgamation Completion.
- (i) 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future provided that the Club shall not borrow more than \$1,000,000 without the approval of Voting Members expressed by an ordinary resolution passed at a general meeting. This paragraph (i) does not apply to any borrowings or security entered into prior to Amalgamation Completion.
- (j) 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.
- (k) 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, employments 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 this Constitution.
 - (m) To set the entrance fees and annual or other subscriptions and fees payable by all Members.
 - (n) To do anything else permitted by law.
82. 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 Club Notice Board.
83. Notwithstanding anything contrary stated in this Constitution, the Board has authority to adopt by resolution any entry criteria to Club premises for Members and non-Members that is permitted from time to time by the Registered Clubs Act even if such entry criteria contradicts one or more rules of this Constitution.

COMMITTEES

- 84.
- (a) Without limiting the general powers conferred by Rule 80, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
 - (i) Directors;
 - (ii) Members;
 - (iii) employees;
 - (iv) persons who are not Members but who have a particular skill or expertise which they will apply to a committee,

or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.
 - (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
 - (c) The President shall be a Member of all such committees and may nominate a Director to represent the President one or more of those committees.
 - (d) Any 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 chairperson of the meeting shall have a second and casting vote.

- (e) The meetings and proceedings of any committee consisting of two (2) or more persons 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 Rule 84 or by any By-law made by the Board pursuant to this Rule 84.
- (f) The quorum of a meeting of a committee shall be a majority of the members of the committee.
- (g) Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
- (h) Any committee so formed shall not without the prior approval of the Board:
 - (i) spend more than \$1,000 in any single transaction; and
 - (ii) enter into any contract for the supply of goods to the Club.

SUB CLUBS

85.

- (a) Without limiting the general powers conferred by Rule 80, the Board shall have power from time to time to:
 - (i) Establish Sub Clubs with such objects, powers and Membership qualifications as the Board may determine from time to time.
 - (ii) Allow each of the Sub Clubs established pursuant to this Rule 85 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
 - (iii) Allow Sub Clubs to create rules and by-laws for the control and regulation of the sporting and social or other activities of such Sub Clubs.
 - (iv) Permit any such Sub Club to adopt a name distinctive of such Sub Club (provided it be described as a Sub Club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

- (b) Any of the Sub Clubs established pursuant to paragraph (a) of this Rule 85 or those already in existence must conform to any By-law made by the Board pursuant to Rule 86.
- (c) The President shall be a member of all the committees of such Sub Clubs and may nominate a Director to represent the President on one or more committees of such Sub Clubs.
- (d) Subject to the general control and supervision of the Board, each such Sub Club may 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).
- (e) The Minutes and records of each Sub Club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- (f) The rules of each Sub Club may be amended provided that notice of any proposed amendment shall not be given to the members of the Sub Club until that proposed amendment has been approved by the Board. Such approval shall not be unreasonably withheld.
- (g) Subject to this Constitution the rules of each Sub Club may be amended from time to time by a majority of the members for the time being of such Sub Club at general meeting of such members either annually or at a meeting convened specifically for such purpose.
- (h) Any disciplinary action by a Sub Club in respect of any member of such Sub Club shall at once be reported to the Board together with the reasons therefore.

BY-LAWS

86.

- (a) The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of paragraph (a) of this Rule 86 the Board may regulate:
 - (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management, control and trading activities of the Club;
 - (iii) the control and use of the Club premises, including the golf course and facilities;
 - (iv) the control and management of competitions;
 - (v) the conduct of Members and guests of Members;

- (vi) the categories and classes of Membership of the Club;
 - (vii) the playing and social privileges to be enjoyed by each category, class and sub-class of Members;
 - (viii) the creation of combinations of playing rights and privileges across days and times of the week with different applicable subscriptions fees;
 - (ix) restrictions on playing and social rights which may be imposed without regard to Rules 59 to 65 inclusive.
 - (x) the relationship between Members and Club employees; and
 - (xi) generally, all such matters as are commonly the subject matter of a constitution or by-laws or which by this Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under this Rule 86 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- (d) The Board shall cause a copy of all By-laws to be made available to any Member on request and without charge to that Member.

PROCEEDINGS OF THE BOARD

87. 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 not less than each quarter of the year, being each period of three (3) months ending 31 March, 30 June, 30 September and 31 December, as required by the Registered Clubs Act for the transaction of business.
88. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
89. The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, then the Directors present shall elect one of their number as chairperson for that meeting.
90. The President may at any time and the Secretary upon the request of a Director shall convene a meeting of the Board.
91. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second (or casting) vote, except during the Transitional Period when no such casting vote will apply.

92. The continuing Directors on 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 this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
93. 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.
94. A resolution in writing signed by all the Directors 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 Directors. The resolution shall be passed when the last Director signs the document containing the resolution.
95. A meeting of the Board may be called or held using any technology but only if a person that speaks at the meeting can be heard by the other persons attending and the Directors attending, as a whole, have a reasonable opportunity to participate in the meeting. The Board may allow for Directors to vote at such meetings in person or by electronic means.

QUORUM AT BOARD MEETINGS

96. The quorum for meetings of the Board shall be four (4) Directors.

DECLARATIONS OF INTERESTS BY DIRECTORS, TOP EXECUTIVES AND EMPLOYEES

97. Any Director, Top Executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the Director, Top Executive, or employee:
- (a) any material personal interest that the Director has in a matter relating to the affairs of the Club;
 - (b) any personal or financial interest of the Director or Top Executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest of the Director or Top Executive in a hotel situated within 40 kilometres of the Club's premises; and
 - (d) any gift (including money, hospitality, or discounts) valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, received by the Director, Top Executive or employee from an affiliated body of the Club (as defined in the

Registered Club Accountability Code) or from a person or body that has entered into a contract with the Club.

FUTURE FUND

98. The Board must establish the Future Fund on or as soon as reasonably practicable after the date twelve (12) months following final completion of the Master Plan.
99. In the period between Amalgamation Completion and the date referred to in Rule 98, the Club:
- (a) may only use any part of the Sale Proceeds for the purposes excluded from the definition of Future Fund; and
 - (b) is prohibited from using part or all of the Sale Proceeds for any other purpose other than referred to in (a) above.
100. All assets comprising the Future Fund from time to time will be invested in investments permitted by law for the investment of trust funds and managed by professional fund managers at the discretion of the Board.
101. The Board may appoint a committee under Rule 84 for this purpose, which will be comprised of two (2) Directors and one suitably qualified and independent adviser. The chair of the committee will be the treasurer / chair of the finance committee.
102. All growth to the Future Fund deriving from investments, and any donation to the Future Fund, shall be credited to the Future Fund.
103. For the purposes of the Future Fund:
- (a) Subject to additional available funds (if any) under (c) below, each financial year:
 - (i) up to and concluding the end of the 2033/34 financial year, up to 100% of the Future Fund's annual net earnings (if any); or
 - (ii) from the start of the 2034/35 financial year onwards, up to the lesser of: (A) 3% of the Future Fund's opening balance in that financial year; or (B) the percentage of the Future Fund's opening balance in that financial year equal to the change in the annual all groups consumer price index, as determined in the most recent quarter prior to the start of that financial year; or (C) the Future Fund's annual net earnings (if any) in that financial year,

will be made available for distribution to the Club at call for present or future operational purposes if deemed necessary, subject to such funds being able to be withdrawn from the Future Fund under this paragraph being capped each financial year at the amount required to return the Club to EBITDA breakeven for that financial year.

- (b) For the purposes of this Rule “operational purposes” means the operating expenses of the Club and the maintenance, repair and replacement costs of operational fittings, fixtures, plant and equipment.
 - (c) Undistributed earnings will be capitalised in the Future Fund, however will be rolled over to future years and remain available for distribution in those future years under (a), subject to the limitations set out in (a) and (b).
104. In addition to the amount made available for operational purposes in Rule 103, the Board may by resolution approve the withdrawal in any given year an amount that does not exceed 10% of the Future Fund’s last annual financial year opening balance for bona fide capital expenditure projects. Any amounts:
- (a) in excess of 10% but less than 20% must be approved by an ordinary resolution of Members of the Club; or
 - (b) in excess of 20% must be approved by a special resolution of Members of the Club,
- in general meeting who attend the respective general meeting and are entitled to vote on the said resolution, and vote.

REGISTER OF INTERESTS

105. The Club must keep a register, in an approved form, containing details of the disclosures to the Club made pursuant to Rule 106 and pursuant to the requirements of the Registered Clubs Accountability Code.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

106. In accordance with Section 195 of the Act, a Director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

107. In accordance with the Registered Clubs Accountability Code, the Club must not enter into a commercial arrangement or a contract with a Director or Top Executive or with a company or other body in which a Director or Top Executive has a pecuniary interest (as defined in the Registered Clubs Accountability Code and not including interests exempted by the Registered Clubs Act), unless the proposed commercial arrangement or contract is first approved by the Board of the Club.
108. The Board must ensure that the Club complies with all requirements relating to the provision of information to Members of the Club as required by the Registered Clubs Accountability Code including, without limitation, clauses 9 (Provision of Information

to Members), 9A (Training disclosures) and 10 (Financial Statements) of the Registered Clubs Accountability Code.

CONTRACTS WITH SECRETARY OR MANAGER

109.

- (a) Subject to Rule 109(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
 - (i) the Secretary or Manager of the Club;
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary or Manager of the Club; or
 - (iii) any company or other body in which the Secretary or Manager of the Club or a close relative of the Secretary or a Manager of the Club has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 109(a) does not prevent the Club entering into a contract with any of the above persons which is:
 - (i) a contract of employment; or
 - (ii) otherwise permitted by the Registered Clubs Act.

EMPLOYMENT CONTRACTS WITH TOP EXECUTIVES

- 110. The Club must ensure that each Top Executive has entered into a written employment contract with the Club that deals with the following:
 - (a) the Top Executive's terms of employment;
 - (b) the roles and responsibilities of the Top Executive;
 - (c) the remuneration (including fees for service) of the Top Executive; and
 - (d) the termination of the Top Executive's employment.
- 111. Contracts of employment with Top Executives:
 - (a) will not have any effect until they are approved by the Board; and
 - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

REMOVAL FROM OFFICE OF DIRECTORS

112.

- (a) The Members in general meeting may by ordinary resolution:

- (i) remove from office any Director, Directors or the whole of the Board before the expiration of their period of office;
 - (ii) appoint another person or persons in their stead provided any person so appointed is eligible to be a Director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 112 shall hold office during such time only as the person in whose place they are appointed would have held the same if they had not been so removed.
 - (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

113. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration;
 - (b) is convicted of any offence referred to in Section 206B of the Act;
 - (c) 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;
 - (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;
 - (e) by notice in writing given to the Secretary resigns from office as a Director;
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a Director pursuant to any order or declaration made under the Registered Clubs Act;
 - (g) ceases to be a Member of the Club;
 - (h) becomes an employee of the Club; or
 - (i) fails to complete the training requirements for directors referred to in Rule 74 within the prescribed period (unless exempted).
114. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. A Member appointed to fill a casual vacancy shall hold office only in accordance with the triennial rule set out in Rule 77.

GENERAL MEETINGS

115. 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.
116. The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 117.
- (a) The Board must call and arrange to hold a general meeting of the Club on the request of Members with at least 5% of the votes that may be cast at the general meeting.
 - (b) In this Rule 117 the term "the request" shall mean the request referred to in this paragraph (b).
 - (c) The request must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Secretary.
 - (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 twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
 - (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 twenty-one (21) days after the request is given to the Secretary.
 - (g) The meeting referred to in paragraph (e) of this Rule 117 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 (3) months after the request is given to the Club.
 - (h) To call the meeting the Members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary 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 that Director proves that they took all reasonable steps to cause the Directors to comply with this Rule 117. 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.

118.

- (a) At least twenty-one (21) days' notice in writing of the Annual General Meeting and of any general meeting of the Members of the Club must be given to all Full Members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's Members must:
 - (i) set out the place, date and time of the meeting;
 - (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.

119. The Board will when calling a general meeting of the Club determine whether the general meeting is to be held:

- (a) at one (1) or more physical venues; or
- (b) at one (1) or more physical venues and using virtual technology; or
- (c) using virtual technology only.

120. A copy of a notice of a general meeting of the Members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty-one (21) days prior to the date of the meeting.

121. 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 Club Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

122. Any general meeting of the Club must give the Members entitled to attend the general meeting, as a whole, a reasonable opportunity to participate in the meeting.

123. Without limiting the scope of Rule 122 the effects of that rule include that:

- (a) The general meeting of the Club must be held at a time that is reasonable at:
 - (i) if the general meeting of the Club is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or

- (ii) if the general meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
 - (iii) if the general meeting of the Club is held using virtual meeting technology only—the Club's premises.
 - (b) If the general meeting of the Club is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue.
 - (c) If the general meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting.
 - (d) If the general meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology), the technology used to hold the meeting at more than one (1) physical venue must be reasonable.
 - (e) If the general meeting of the Club is held using virtual meeting technology (whether or not it is held at one (1) or more physical venues), that virtual meeting technology must:
 - (i) be reasonable; and
 - (ii) allow the Members who are entitled to attend the general meeting of the Club, and do attend the general meeting of the Club using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those Members to ask questions and make comments.
124. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement of the meeting or the validity of any resolution passed at a postponed meeting. However, this Rule will not operate in relation to a meeting called pursuant to a request or requisition of Members.
125. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such resolution would be contrary to the Act.

ANNUAL GENERAL MEETINGS

126. 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 143;

- (c) to conduct the election of the Board;
- (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of auditor;
- (e) to approve the reimbursement of Directors' expenses and the payment of honorariums (if any); and
- (f) to deal with any other business of which due notice has been given to the Members.

127.

- (a) The chairperson 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 chairperson 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

128.

- (a) Notwithstanding Rules 129, 130 and 132, individual Members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to Members.

129.

- (a) The following Members may give the Secretary 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;
 - (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 to the Secretary.

130.

- (a) If the Secretary has been given notice of a resolution under Rule 129, the resolution is to be considered at the next general meeting that occurs more than two (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 Members present and entitled to vote may resolve that the Club 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.

131.

- (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;
 - (ii) signed by the Members making the request; and
 - (iii) given to the Secretary.
- (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 Secretary.
- (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 Secretary 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.

132. 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

133.

- (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the Members and is entitled to attend any general meeting of the Club.

- (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

134. The President shall be entitled to take the chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, then the Club Captain shall preside as chairperson at the meeting. If the Club Captain is unwilling or unable to act, then the Members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
- 135.
- (a) Every question submitted to a meeting other than a Special Resolution and a resolution to elect a Member to Life Membership shall be decided by a simple majority of votes of those Members present and voting and counted on a show of hands, or any equivalent indication determined by the Board if a Member is attending such general meeting by electronic means, (unless a poll is demanded by five (5) Members or by the chairperson) and in the case of an equality of votes whether on a show of hands, or any equivalent indication determined by the Board if a Member is attending such general meeting by electronic means, or on a poll the chairperson of the meeting shall have a second or casting vote.
 - (b) 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 chairperson 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 chairperson or on a question of adjournment shall be taken forthwith.
 - (c) A demand for a poll may be withdrawn.
 - (d) At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to 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.

QUORUM AT GENERAL MEETINGS

136.

- (a) No business shall be transacted at any general meeting of Members unless a quorum of Members is present.
- (b) At any general meeting of the Club (including an Annual General Meeting), thirty (30) Members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
 - (i) be dissolved if it was convened at the request of Members pursuant to Rule 117; or
 - (ii) 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.
- (d) If at any meeting adjourned pursuant to this Rule 136 a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the Members present shall be a quorum and may transact any business for which the meeting was called.

PROXY VOTING PROHIBITED

137. A person shall not:

- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) vote at any election including an election of a Member or of the Board as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

138.

- (a) The chairperson 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.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment 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.

- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except 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.

MINUTES

139.

- (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
 - (ii) proceedings and resolutions of meetings of the Directors of the Club (including meetings of a committee of Directors);
 - (iii) resolutions passed by Directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a Director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

ACCOUNTS

140. The Board shall:

- (a) 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;
- (b) cause to be prepared and submitted to the Board the quarterly financial statements;
- (c) cause to have the quarterly financial statements made available to Members of the Club within forty-eight (48) hours of those statements being adopted by the Board;
- (d) cause a notice to be displayed on the Club's premises and on the Club's website (if any) indicating how Members of the Club can access the quarterly financial statements; and
- (e) provide a copy of the quarterly financial statements to any Member of the Club or the Director of Liquor and Gaming on receipt of a written request.

- (f) For the purpose of this Rule 140, the quarterly financial statements shall mean:
- (i) the Club's profit and loss accounts and trading accounts for the quarter;
 - (ii) a balance sheet as at the end of the quarter,

as required by the Registered Clubs Act or any Regulations made under that Act.

141. 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 inspection by members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
142. 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 report to Members in accordance with Division 4 of Part 2.M of the Act.
143. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of March immediately prior to the Annual General Meeting:
- (a) the financial report of the Club;
 - (b) the directors' report; and
 - (c) the auditors' report on the financial report.
144. Not used.

AUDITORS

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

SECRETARY

146. At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

- 147.
- (a) The Club shall have a Seal.
 - (b) The Board must provide for the safe custody of the Seal.
 - (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

- (i) two (2) members of the Board; or
 - (ii) one (1) member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two (2) members of the Board; or
 - (ii) one (1) member of the Board and the Secretary.

NOTICES

148. In addition to any other way allowed by the Act, a document, including without limitation any notice of or information about, a meeting or election of the Club, the Board or committee of the Club, may be given by the Club to any Member either:

(a) in physical form:

- (i) personally delivered; or
- (ii) by leaving it at, or by sending it by post to, the address of the Member recorded for that Member in the Register of Members; or
- (iii) if Rule 150 is satisfied - by sending by post to the address of the Member recorded for that Member in the Register of Members sufficient information in physical form to allow the Member to access the document electronically; or

(b) in electronic form:

- (i) if Rule 150 is satisfied - by sending the document in electronic form by means of an electronic communication; or
- (ii) if Rule 150 is satisfied - by sending the Member sufficient information in electronic form, by means of an electronic communication, to allow the Member to access the document electronically; or
- (iii) if Rule 150 and the document is covered by Rule 151 are satisfied - by making the document readily available in electronic form on a website.

149. Where a document is:

- (a) sent by post to a Member the document shall be deemed to have been received by the Member:
 - (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

- (ii) in any other case, on the third (3rd) day following that on which the notice was posted.
 - (b) sent by electronic means the document shall be deemed to have been received by the Member:
 - (i) in the case of an electronic communication which leaves an information system under the control of the Club or of the party who sent it on behalf of the Club, the day after it leaves such information system; and
 - (ii) in the case of an electronic communication which has not left an information system under the control of the Club or of the party who sent it on behalf of the Club, the day that such document was sent by the information system.
150. This Rule is satisfied if, at the time a document is sent, it is reasonable to expect that the document would be readily accessible as to be useable for subsequent reference.
151. This Rule is satisfied if the document:
- (a) is a report mentioned in section 314 of the Act (annual financial reporting by companies, registered schemes and disclosing entities to members); or
 - (b) is in a class of documents specified in regulations made for the purpose of section 110D(3)(b) of the Act.
152. If a communication is given:
- (a) after 5.00 pm in Sydney, NSW; or
 - (a) on a day which is a Saturday, Sunday or bank or public holiday in Sydney, NSW,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in Sydney, NSW.

INDEMNITY TO OFFICERS

153. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by them in their capacity as officer in defending any proceedings whether civil or criminal.
154. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

INTERPRETATION

155. A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all Members of the Club.
156. Headings in this Constitution are for convenience only and do not affect its meaning.

AMENDMENTS TO CONSTITUTION

157. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the Members of the Club. Life Members, financial Full Playing Members and financial Playing Members shall be the only Members eligible to vote on any Special Resolution to amend this Constitution.

SCHEDULE

LGC Membership Classes	KGC Membership Classes	Equivalent OPGC Membership Classes			
Life Member	Life Member	Life Members	Life Members	V o t i n g M e m b e r s	F o u n d a t i o n M e m b e r s
Full Member - Ordinary	Seven Day Member	Seven Day Member	Full Playing Member		
Full Member - Intermediate D (37-39yrs) Intermediate Female B (37-39yrs) (Sun - Wed)					
Full Member - Intermediate B (26-36yrs)	N/A	Intermediate A (26-36yrs - Seven Days)	Playing Member		
N/A	Six Day Member (Sun - Fri)	Six Day Member (Sun - Fri)			
Intermediate Female Jnr (18-25yrs) (Sun - Wed)	Intermediate Member (19-25yrs)	Intermediate B (19 18 - 25yrs - Seven Days)			
Intermediate Male Jnr (18-25yrs)	N/A	Five Day Member A (Sun - Thu)			
Intermediate Female B (37-39yrs) (Sun - Wed) Associate C Member (Sun - Wed) (4 Days)					
Five Day Member (Mon - Fri)	Five Day Member (Mon - Fri)	Five Day Member B (Mon - Fri)			
Junior Member					
Junior A Male (15 - 17 18yrs)	Junior Member	Junior Member	Junior Member		
Junior A Girls Female (15 - 17 18yrs)					
Cadet Member	Cadet Member	Cadet Member			
Academy Cadet					
Associate Member					
Country Member	Country (Restricted) Member	Country (Restricted) Member	Associate Member		
	Country (Un-Restricted) Member	Country (Un-Restricted) Member			
Lifestyle Membe	N/A	Lifestyle Member			
Social	House Member	Social Member			
Leave of Absence NA	Non-Playing Member	Non-Playing Member			
Staff Full Member	N/A	Staff			
Staff Intermediate Male Junior (26-36yrs)					
Staff Intermediate Male Junior (19-25yrs)					
Staff Member no rewards PGA Trainee					
OPGC Categories (TBC)					
All existing KGC and LGC categories are grandfathered					
LGC Intermediate Categories are reduced to 2 Intermediate Categories					
Consider a Senior subset of Five, Six and Seven Day Categories in OPGC Categories					
Senior and Super Senior Members are a subset of Five, Six and Seven Day Categories OPGC					
OPGC Five and Six Day Category TBC					
NB					
Categories are seven day eligibility unless otherwise noted.					
Categories are for Members 18 yrs and above unless otherwise noted.					