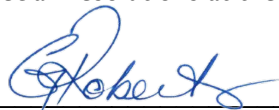


I certify that this and the following 46 pages is a true and correct copy of the Constitution of Murray Downs Golf & Country Club Limited as amended by Special Resolutions at the General Meeting held on 1 October 2024.

Dated: 2 October 2024



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Gregory Roberts  
Chief Executive Officer/Company Secretary



**CONSTITUTION**

**OF**

**MURRAY DOWNS GOLF & COUNTRY CLUB LIMITED**

**ABN 46 003 382 947**

**A Public Company Limited by Guarantee**

**and not having a Share Capital.**

**Amended and Approved October 2024**

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## 1. NAME OF COMPANY

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1.1 The Name of the Company is Murray Downs Golf & Country Club Limited.

## 2. PRELIMINARY

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2.1 The Company shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 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.

2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Chief Executive Officer of the Club, and if demanded by the Chief Executive Officer from that member, on payment of any fee that may be prescribed by the Act.

2.5 The Constitution of the Club constitutes the Rules of the Club for the purposes of the Liquor Control Reform Act.

## 3. DEFINITIONS

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3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

- a) **“Advisory Committee”** means the Advisory Committee referred to in Rule 26.9A.
- b) **“Amalgamation”** means the amalgamation of the Club and the Swan Hill Club.
- c) **“Authorised Gaming Visitor”** means a person under the Liquor Control Reform Act:
  - (i) who is neither a member of the Club nor a guest of a member of the Club;
  - (ii) who is over the age of 18 years;
  - (iii) whose place of residence is not less than such minimum distance from the Swan Hill Club Licensed Premises as is required by the Liquor Control Reform Act;
  - (iv) who is not a person who the Board has determined should not be admitted to the Club;  
and
  - (v) whose name, residential address and date of admission to the Swan Hill Club Licensed Premises is recorded in the register of Authorised Gaming Visitors in accordance with Rule 18.1(f).
- d) **“The Act”** means the Corporations Act 2001. Any references to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

- e) **“The Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this constitution who shall constitute the management committee of the Club for the purpose of the Liquor Control Reform Act.
- f) **“By-Laws”** shall mean the By-Laws made in accordance with this Constitution.
- g) **“Chief Executive Officer”** includes Secretary, Acting Secretary, Secretary Manager, General Manager, or any other title attributed to the person who is the Chief Executive Officer of the Club for the purpose of the Registered Clubs Act.
- h) **“The Club”** means Murray Downs Golf & Country Club Limited ABN 46 003 382 947
- i) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club
- j) **“Constitution”** means this Constitution
- k) **“Executive”** means the President and Vice President.
- l) **“Full Member”** means any person who is in one of the categories of membership referred to in Rule 10.2.
- m) **“Gaming Machines Act”** means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes 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.
- n) **“Gambling Regulation Act”** means the Gambling Regulation Act 2003 (Victoria) including any amendments to the Gambling Regulation Act and the Regulations to the Gambling Regulation Act.
- o) **“The Liquor Act”** means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is that provision as modified by any law for the time being in force.
- p) **“Liquor Control Reform Act”** means the Liquor Control Reform Act 1998 (Victoria) including any amendments to the Liquor Control Reform Act and Regulations to the Liquor Reform Control Act.
- q) **“Month”** except where otherwise provided in this Constitution means calendar month.
- r) **“Murray Downs Club Licensed Premises”** means the Club’s premises located at Murray Downs Drive, Murray Downs, New South Wales.
- s) **“The Office”** means the registered office for the time being of the Club.
- t) **“Registered Club”** means the Registered Clubs Act 1976. Any references to a provision of the Registered Clubs Act includes a reference 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.
- u) **“Rules”** means the rules comprising this Constitution.

- v) **“Special Resolution”** has the meaning assigned thereto by the Act.
- w) **“Swan Hill Club”** means the Swan Hill Club Inc.
- x) **“Swan Hill Club Licence”** means the licence issued to the Club in respect of the Swan Hill Club Licensed Premises.
- y) **“Swan Hill Club Licensed Premises”** means the Club’s premises located at McCallum Street, Swan Hill, Victoria.
- z) **“Venue Operator’s Licence”** means a licence under the Gambling Regulation Act which may be issued to a club in Victoria.”

3.2 **“Financial Member”**. A member shall not be a financial member of the Club if:

- a) The member’s subscription or any part thereof has not been paid in accordance with Rule 16.4: or
- b) Any money (other than a member’s subscription) owing by that member to the Club has remained unpaid at the expiration of seven(7) days from service on that member of a notice from the Club requiring payment thereof: and

In either case that member shall be and remain unfinancial for the purposes of Rule 17 until the full amount owing is paid to the Club.

3.3 Words importing the singular number also include the plural and vice versa and the masculine gender, the feminine gender and vice versa.

#### **4. OBJECTS**

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4.1 The Objects of the Club are:

- a) To provide for members and guests of members a social and sporting Club with all the usual facilities of a Club.
- b) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or Club known as Murray Downs Golf & Country Club and the incorporated association or Club known as Swan Hill Club Inc and to assume and carry on the functions and objects of such association or Club.
- c) In furtherance of the object of the Club to apply for and obtain, hold and renew a club licence under the Liquor Act or such other licence, certificate or permit as may be required or available from time to time by law applying to Clubs.
- d) To purchase, hire or lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of the objects of the Club or any of them.
- e) In furtherance of the objects of the Club to obtain and hold any license or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars, and

- cigarettes and of all kinds of goods, provisions required, used or desired by members and to buy provide make and sell means refreshments drinks tobacco cigars cigarettes and other things commonly or conveniently consumed in a Club.
- f) To hire and employ all classes of persons considered necessary for the purpose of the Club and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities and pensions.
  - g) To establish promote or assist in establishment or promoting and to subscribe to or become a member of any other companies associations societies or Clubs whose objects are similar or in part similar in objects of the Club or establishment or prosecuting of which may be beneficial to the Club provided that no subscription to be paid to any such other association or Club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
  - h) To invest: and deal with the monies of the Club not required upon such securities and in such manner as may from time to time be determined.
  - i) To borrow or raise and give security for money by the issue of or upon bonds debentures stock bills of exchange promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club or without security and upon such terms as to priority or otherwise as the Club shall think fit.
  - j) To construct alter and maintain any buildings and works necessary or convenient for the Club.
  - k) Subject to the liquor laws of New South Wales and the Registered Clubs Act for the time being to let on lease or on hire the whole or any part or parts of the real and personal property of the Club on such terms and for such purposes as the Company shall determine.
  - l) To draw accept and make and to endorse discount and negotiate bills of exchange and promissory notes and exchange and negotiable instruments.
  - m) To advance and lend money upon such security as may be thought proper or without taking any security therefore.
  - n) To acquire by subscription purchase or otherwise and to accept take and hold or sell shares or stock in any company society or undertaking the objects of which shall either in whole or in part be similar to those of this Club or such as may be likely to promote or advance the interests of the Club.
  - o) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company.
  - p) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
  - q) To dispose of the assets of the Club or any part thereof by way of gift or for consideration of less than the unencumbered value thereof.
  - r) To do all or any of the above things as principal agent trustee or otherwise and by or through trustees agents or otherwise either alone or in conjunction with others.

- s) To accept subscriptions and donations (whether of real or personal estate) and bequests for all or any other purposes aforesaid and to take any lawful steps by personal or written appeal public meetings or otherwise as may be from time to time be deemed expedients for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise and in furtherance of the objects of the Club to print and publish any newspaper periodicals books or leaflets that the Club may think desirable.
- t) For the purpose of furthering any objects to enter into any arrangements for cooperative or reciprocal concessions with any other association or Club whether incorporated or not having objects similar to those of this Club.
- u) To enter into guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- v) To promote, encourage and foster the games of golf and bowls in the local communities in which the Club operates.
- w) To do all such acts, deeds, matters and things and to enter into and take such agreement as are incidental or conducive to the attainment of the above objects or any of them.

## **5. LIMITED LIABILITY**

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- 5.1 The liability of the members is limited.

## **6. MEMBERS GUARANTEE**

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- 6.1 Each member undertakes to contribute an amount not exceeding ten dollars (\$10.00) if the Club is wound up:
- a) While he or she is a member of the Club; or
  - b) Within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- b) Payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - c) Costs, charges and expenses of winding up.

## **7. APPLICATION OF PROPERTY ON DISSOLUTION**

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- 7.1 If the Club is wound up or dissolved and after the satisfaction of all Club's debts and liabilities, any property whatsoever remains, that property shall:
- a) Not to be transferred, paid to or distributed among the members.
  - b) 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.

## **8. PROPERTY AND INCOME OF THE CLUB**

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- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this 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.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has a liquor 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.
- 8.4 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.
- 8.5 Subject to Rule 8.6 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 Club in the return of services actually rendered;
  - c) Of interest at 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.



- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in relation to his or her duties as a director except by way of:
- a) An honorarium in accordance with Section 10(6B) of the Registered Clubs Act 1976;
  - b) Repayment of out of pocket expenses in accordance with Section 10(6D) if the Registered Clubs Act;

## **9. LIQUOR & GAMING**

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- 9.1 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 or to an Authorised Gaming Visitor admitted to the Swan Hill Club Licensed Premises in accordance with this Constitution.
- 9.2 Rule 9.1 does not apply in respect of 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.
- 9.3 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.4 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.5 The Chief Executive Officer 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 by the Club.
- 9.6 Subject to subsection 2(B) of Section 73 of the Gaming Machines Act 2002, 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.
- 9.7 Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## **10. MEMBERSHIP**

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- 10.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior Sporting member in accordance with this Constitution.
- 10.2 Unless otherwise determined by the Board and subject to Rule 10.4, the Full membership of the Club shall be divided into the following categories:
- a) Country Club Life membership; and
  - b) Country Club Sports – Golf & Bowls membership;
  - c) Country Club Sports – Golf membership;

- d) Country Club Sports – Bowls membership;
  - e) Sports membership;
  - f) Junior Sports membership;
  - g) Social membership;
  - h) Swan Hill Club Gold members;
  - i) Swan Hill Club Social members.
- 10.3 Persons who are not Full members may, in accordance with this constitution, be admitted to the Club as;
- a) Provisional members;
  - b) Honorary members; and
  - c) Temporary members.
- 10.4 The Board shall have the power by way of by-law to:
- a) create sub categories of each category of Full membership referred to in Rule 10.2; and
  - b) determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership,
- provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership.
- 10.5 The number of Full members that have the right to vote in the election of the board shall be not less than sixty (60) percent of all Full members of the Club.

#### **COUNTRY CLUB SPORTS – GOLF & BOWLS MEMBERS**

- 10.6 Country Club Sports – Golf & Bowls members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Country Club Sports – Golf & Bowls membership.
- 10.7 Country Club Sports members - Golf & Bowls are entitled to:
- a) such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and
  - b) use of the Club's bowling and golfing facilities as determined by the Board from time to time;
  - c) attend and vote at Annual General Meetings and General Meetings of the Club;
  - d) subject to any restrictions contained in this Constitution, nominate for and be elected or appointed to hold office on the Board;
  - e) vote in the election of the Board;
  - f) vote on any special resolution to amend this Constitution;
  - g) propose, second or nominate any eligible member for any office of the Club;
  - h) propose, second or nominate any eligible member for Country Club Life membership;
  - i) introduce guests to the Club.

## **COUNTRY CLUB SPORTS – GOLF MEMBERS**

- 10.8 Country Club Sports - Golf members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Country Club Sports – Golf membership.
- 10.9 Country Club Sports – Golf members are entitled to:
- a) subject to Rule 10.10, such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and
  - b) use of the golfing facilities at the Club as determined by the Board from time to time;
  - c) attend and vote at Annual General Meetings and General Meetings of the Club;
  - d) subject to any restrictions contained in this Constitution, nominate for and be elected or appointed to hold office on the Board;
  - e) vote in the election of the Board;
  - f) vote on any special resolution to amend this Constitution;
  - g) propose, second or nominate any eligible member for any office of the Club;
  - h) propose, second or nominate any eligible member for Country Club Life membership;
  - i) introduce guests to the Club.
- 10.10 Unless otherwise determined by the Board, Country Club Sports – Golf members shall not be entitled to use the bowling facilities of the Club unless they have paid the appropriate green fees as determined by the Board from time to time.

## **COUNTRY CLUB SPORTS – BOWLS MEMBERS**

- 10.11 Country Club Sports - Bowls members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Country Club Sports – Bowls membership.
- 10.12 Country Club Sports- Bowls members are entitled to:
- a) such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and
  - b) subject to Rule 10.13, use of the bowling facilities at the Club as determined by the Board from time to time;
  - c) attend and vote at Annual General Meetings and General Meetings of the Club;
  - d) subject to any restrictions contained in this Constitution, nominate for and be elected or appointed to hold office on the Board;
  - e) vote in the election of the Board;
  - f) vote on any special resolution to amend this Constitution;
  - g) propose, second or nominate any eligible member for any office of the Club;
  - h) propose, second or nominate any eligible member for Country Club Life membership;
  - i) introduce guests to the Club.

- 10.13 Unless otherwise determined by the Board, Country Club Sports – Bowls members shall not be entitled to use the golfing facilities of the Club unless they have paid the appropriate green fees as determined by the Board from time to time.

#### **COUNTRY CLUB LIFE MEMBERS**

- 10.14 A Country Club Life member shall be any member of the Club who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Country Club Life membership of the Club in accordance with this Constitution.
- 10.15 Country Club Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.16 Candidates for Country Club Life membership shall be proposed by one and seconded by another Country Club Sports – Golf & Bowls member, Country Club Sports – Golf member, Country Club Sports – Bowls member or Country Club Life member.
- 10.17 Provided a nomination for Country Club Life membership is first approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of nomination shall be given to all members eligible to vote at that meeting.
- 10.18 If a nomination for Country Club Life membership is not approved by the Board the nomination shall not be submitted to a general meeting.
- 10.19 If a nomination for Country Club Life membership is approved by a resolution passed by not less than a two-thirds (2/3) majority of the members present and voting at the general meeting the person nominated shall thereby be a Country Club Life member of the Club.
- 10.20 Every Country Club Life member shall be entitled to all rights and privileges of a Country Club Sports member – Golf & Bowls provided that:
- (a) any person admitted to Country Club Life membership pursuant to the Amalgamation will have the rights and privileges set out in the Deed of Amalgamation entered into by the Club for the purposes of the Amalgamation; and
  - (b) any member admitted to Country Club Life membership after 16 October 2011, shall continue to be entitled to the rights and privileges of the category of membership from which they were elected to Country Club Life membership.
- 10.21 A Country Club Life member is relieved from the payment of any annual subscriptions, provided however, any member admitted to Country Life membership after 16 October 2011, shall only be relieved from the payment of the annual subscription in respect of the category of membership from which they were elected to Life membership.
- 10.22 For the purposes of the Amalgamation, any person who was a Life member of the Swan Hill Club shall be admitted as a Country Club Life member of the Club and the provisions of Rules 10.14 to 10.19 inclusive shall not apply in respect of the admittance of that person to Country Club Life membership of the Club.
- 10.23 For the purposes of Rule 10.14, membership of and service to the Swan Hill Club shall be deemed to be membership of and service to the Club.

## **SPORTS MEMBERS**

- 10.24 Sports members shall be persons who have attained the age of eighteen (18) years and who have been elected or transferred to Sports membership.
- 10.25 Sports members shall be entitled to:
- a) such playing and social privileges and advantages of the Club as determined by the Board from time to time;
  - b) attend and vote at Annual General Meetings and General Meetings of the Club;
  - c) vote in the election of the Board;
  - d) vote on any special resolution to amend this Constitution;
  - e) introduce guests to the Club.
- 10.26 Sports members shall not be entitled to:
- a) nominate for or be elected to hold office on the board;
  - b) propose, second or nominate any eligible member for any office of the Club;
  - c) propose, second or nominate any eligible member for Country Club Life membership;

## **JUNIOR SPORTS MEMBERS**

- 10.27 Junior Sports members shall be persons who have not attained the age of eighteen (18) years and have been elected to Junior Sports membership of the Club.
- 10.28 A person shall not be admitted as a Junior Sports member of the Club unless the Board:
- a) is satisfied that the person is joining the Club for the purposes of participating in regular sporting activities organised by the Club; and
  - b) has received from that person's parent or guardian written consent to that person becoming a Junior Sports member of the Club and taking part in the sporting activities organised by the Club;
  - c) is satisfied that the person will take part in regular sporting activities organised by the Club.
- 10.29 Subject to the provisions of the Registered Clubs Act, a Junior Sports member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:
- a) attend or vote at any meeting of the Club; or
  - b) nominate for or be elected to hold office on the Board;
  - c) vote on any special resolution to amend this Constitution;
  - d) propose, second or nominate any eligible member for any office of the Club;
  - e) propose, second or nominate any eligible member for Country Club Life membership;
  - f) introduce guests to the Club.

10.30 Upon attaining the age of eighteen (18) years a Junior Sports member shall be transferred to another category of membership for which the Junior Sporting member has the necessary qualifications pursuant to Rule 11.2.

#### **SOCIAL MEMBERS**

10.31 Social members shall be persons who have attained the age of eighteen (18) years and who have been elected or transferred to Social membership of the Club.

10.32 Social members are entitled to:

- a) such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and
- b) attend and vote at Annual General meetings and General Meetings of the Club;
- c) vote in the election of the Board;
- d) vote on any special resolution to amend this Constitution;
- e) introduce guests to the Club.

10.33 Social members are not entitled to;

- a) unless otherwise determined by the Board, use any sporting facilities of the Club without payment of the appropriate green fees as determined by the Board from time to time;
- b) nominate for or be elected to hold office on the Board;
- c) propose, second or nominate any eligible member for any office of the Club;
- d) propose, second or nominate any eligible member for Country Life membership.

#### **SWAN HILL CLUB GOLD MEMBERS**

10.34 Swan Hill Club Gold members shall be those persons who are admitted as Swan Hill Club Gold members in accordance with Rule 15A(b).

10.35 Swan Hill Club Gold members shall be entitled to:

- a) the rights and privileges of Social members referred to in Rule 10.32; and
- b) stand for and be elected or appointed to the Advisory Committee;
- c) vote in the election of the Advisory Committee.

#### **SWAN HILL CLUB SOCIAL MEMBERS**

10.36 Swan Hill Club Social members shall be those persons who are admitted as Swan Hill Club Social members in accordance with Rule 15A(c).

10.37 Swan Hill Club Social members shall be entitled to the rights and privileges of Social members under this Constitution.

## **11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

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- 11.1 The Board shall have the power on the application of any member to transfer that member to another category of membership (if more than one category exists), other than Country Club Life membership, if that member has the qualifications for the other category of membership.
- 11.2 The Board has the power without the need for an application pursuant to this Rule to transfer a Junior Sports member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior Sports member has the necessary qualifications.
- 11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Chief Executive Officer shall cause the name and address of the applicant to be exhibited on the Club Notice Board for the continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.5 Upon a member being transferred to another class of membership of the Club, the Chief Executive Officer shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Chief Executive Officer shall cause any additional subscription paid by that member to be returned to such member.

## **12. PROVISIONAL MEMBERS**

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- 12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club 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 nomination form may be granted Provisional membership of the Club immediately, while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 12.2 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 nomination form being given to the Chief Executive Officer or should that person's application for membership be refused (whichever is sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 12.3 Provisional members are entitled to:
- a) Such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - b) Introduce guests into the Club if the Provisional member is an applicant for a category of membership which is permitted to do so.
- 12.4 Provisional members are not entitled to:

- a) Attend and vote at Annual General Meeting and general meetings of the Club; or
- b) Nominate for and be elected to hold office on the Board;
- c) Vote in the election of Board;
- d) Vote on any 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 Country Club Life membership.
- g) Win any club or member promotions or member's draws unless determined by the board from time to time.

### **13. HONORARY MEMBERS**

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- 13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- a) The patron or patrons for the time being of the Club; or
  - b) Any prominent citizen or local dignitary visiting the Club.
- 13.2 Honorary members shall not be required to pay a joining fee or annual subscription.
- 13.3 Honorary members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests into the Club provided that if the Honorary member is also a Full member of the Club, the Honorary member shall be entitled to the playing and social privileges and advantages attributable to that category of membership.
- 13.4 Honorary members are not entitled to attend or vote at any meetings of the Club, nominate for or be elected to the Board or any office in the Club in any way unless the Honorary member is also a Full member of the Club and entitled to do so.
- 13.5 A person cannot be admitted as an Honorary Member unless the person is of a class specified in Rule 13.1 and the admission is in accordance with this Constitution.

### **14. TEMPORARY MEMBERS**

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- 14.1 The following persons in accordance with the procedures established by the Board may be made Temporary members of the Club:
- a) Any person whose ordinary place of residence is not less than such distance from the Club's premises as may be determined by the Board from time to time 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 he or she so attends the premises of the Club until the end of that day.
- d) Any person who is permitted to be admitted as a Temporary member.

- 14.2 Temporary members are not required to pay a joining fee or annual subscription.
- 14.3 Temporary members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 14.4 Temporary members are not to be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in anyway.
- 14.5 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 23.11.
- 14.6 The Chief Executive Officer or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide reason.
- 14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered Club that satisfies the requirements of Rule 14.1(C).
- 14.8 A person cannot be admitted as a Temporary Member unless the person is of a class specified in this Rule 14.1 and the admission is in accordance with this Constitution.

**15A ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION**

- (a) Rule 15 shall not apply to a person who is admitted as a member of the Club pursuant to the Amalgamation and this Rule 15A.
- (b) Subject to Rule 10.15A, a person shall be admitted as a Swan Hill Club Gold member of the Club pursuant to the Amalgamation if that person:
  - (i) is a Gold member of the Swan Hill Club; and
  - (ii) has agreed to be a member of the Club pursuant to the Amalgamation.
- (c) Subject to Rule 10.15A, a person shall be admitted as a Swan Hill Club Social member of the Club pursuant to the Amalgamation if that person:
  - (i) is a Social member of the Swan Hill Club; and

- (ii) has agreed to be a member of the Club pursuant to the Amalgamation.
- (d) The agreement referred to in Rules 15A(b)(ii) and 15A(c)(ii) must be:
  - (i) in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution of the Club;
  - (ii) in such form as approved by the Board from time to time.
- (e) Any person who completes and signs the agreement referred to in Rule 15A(d) and returns that agreement to the Club shall, after the procedure set out in Rules 15.8 and 15.9 has been followed, be entered in the Register of Members of the Club as a member and shall from the date of entry on the register be a member of the Club.

## **15 ELECTION OF MEMBERS**

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- 15.1 A person applying for membership of the Club (**the applicant**) must complete a membership application form and submit it to the Club.
- 15.2 Without limiting the powers of the Board, the Board will determine:
- (a) the form and particulars of the membership application form; and
  - (b) how the membership application form is to be submitted (that is, in person and/or electronically);
  - (c) if the initial joining fee and subscription must be paid when submitting a membership application form;
  - (d) in the case of electronic membership application forms, if the applicant must attend the Club's premises to have their identity verified before their membership application form can be considered by the Board or election committee.
- 15.3 After the membership application form has been submitted to the Club, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.
- 15.4 All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.
- 15.5 An applicant can only be admitted to membership if:
- (a) they satisfy the eligibility requirements for the relevant category of membership; and
  - (b) at least fourteen (14) days have passed since the applicant applied for membership; and
  - (c) Rule 15.3 has been complied with;
  - (d) the Board or election committee resolves to admit the applicant to membership.
- 15.6 If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.

- 15.7 Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.

## **16. JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES**

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- 16.1 Joining fees, subscriptions and levies and other payments payable by members of the Club shall be such as the Board may from time to time determine or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 16.2 The Board shall, from time to time, be entitled to decide that subscriptions can be paid monthly, quarterly, half-yearly, annually or for more than one (1) year in advance as permitted by the Registered Clubs Act.
- 16.3 Any candidate elected during the last three (3) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding GST) or such other minimum subscription provided from time to time under the Registered Clubs Act.
- 16.4 All subscriptions shall be due and payable on a date or dates determined by the Board.
- 16.5 Any person who has not paid his or her subscription within one (1) month 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 20.1 and Rule 20.2 shall not apply to such resolution.
- 16.6 The Chief Executive Officer shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in Rules 16.4.
- 16.7 Any person who has been removed from membership of the Club pursuant to rule 16.5 may re-apply for membership in accordance with this Constitution.
- 16.8 The Board may at any time suspend the payment of joining fees either generally or in respect of individual cases and shall have discretionary power to fix and determine or waive the joining fee chargeable to any member under the special circumstances that may arise.
- 16.9 For the purposes of the Amalgamation, all subscriptions paid by a person to the Swan Hill Club shall be deemed to be subscriptions paid by that person to the Club and the person shall not be required to pay a further subscription in respect of membership of the Club until the date referred to in Rule 16.4.

## **17. UNFINANCIAL MEMBERS**

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- 17.1 Notwithstanding any Rule contained in this Constitution, any member who is not a financial member (as defined in Rule 3.2) shall be referred to as an unfinancial member and shall, whilst they remain as an unfinancial member, not be entitled to:
- a) Attend the premises or use the facilities of the Club for any purpose without consent from the Board; or

- b) Participate in any of the social or sporting activities of the Club without the permission of the Board;
- c) Attend or vote at any meetings of the Club;
- d) Nominate or be elected to or be appointed to the Board or any Committee of the Club;
- e) Vote in the election of the Board;
- f) Propose, second or nominate any eligible member for an office of the Club;
- g) Propose, second or nominate any eligible member for Country Club Life membership.

## **18. REGISTER OF MEMBERS AND GUESTS**

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18.1 The Club shall keep the following registers:

- a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
  - i. The name in full;
  - ii. deleted;
  - iii. The address;
  - iv. The date on which the entry of the member's name in the register is made;
  - v. The date on which that member last paid the annual fee for membership of the Club (excluding Country Club Life membership).
- b) A register of persons who are Honorary members. This register shall set forth in respect of each Honorary member
  - i. The name in full of the Honorary member; and
  - ii. The residential address of the Honorary member;
  - iii. The date on which the Honorary membership is conferred;
  - iv. The date on which the Honorary membership is to cease.
- c) A register of persons who are Temporary members (other than Temporary members admitted pursuant to Rule 14.1(C)). This register will set forth in respect of each of those temporary members:
  - i. The name in full of the Temporary member; and
  - ii. The residential address of the Temporary member;

- iii. The date on which the Temporary membership is granted;
  - iv. The signature of the temporary member
- d) in respect of the Murray Downs Club Licensed Premises a register of persons over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1) (C) of the Registered Clubs Act.
- e) In respect of the Swan Hill Club Licensed Premises, a register of guests which sets out in respect of each guest that is of or over the age of eighteen (18) years:
- (i) The name in full of the guest;
  - (ii) The address of the guest;
  - (iii) The date the guest was admitted to the Swan Hill Licensed Premises;
  - (iv) The signature of the Member introducing the guest; and
  - (v) The date the entry is made in the register of guests.
- f) In respect of the Swan Hill Club Licensed Premises, a register of Authorised Gaming Visitors which sets out in respect of each Authorised Gaming Visitor:
- (i) The name in full of the Authorised Gaming Visitor;
  - (ii) The address of the Authorised Gaming Visitor; and
  - (iii) The date the Authorised Gaming Visitor was admitted to the Swan Hill Licensed Premises.

## **19. ADDRESS OF MEMBERS**

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- 19.1 Every member must advise the Club of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

## **20. DISCIPLINARY PROCEEDINGS**

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- 20.1 Subject to Rule 20.2, 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 reasonable opinion of the Board;
    - i. Guilty of any conduct prejudicial to the interest of the Club; or
    - ii. Guilty of conduct which is unbecoming of a member.

20.2 The following procedure shall apply to disciplinary proceedings of the Club:

- a) A member shall be notified of:
  - i. Any charge against the member pursuant to Rule 20.1; and
  - ii. The date, time and place of the hearing of the charge.
- b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing by email or by a prepaid letter posted to the members last known address at least seven (7) 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 put before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member 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 penalty for the charge of which the member has been found guilty.
- h) No motion by the Board to determine whether the member is guilty of the charge or to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- i) Any decision made by the Board on such hearing shall be final and the Board shall not be required to provide any reason for its decision.

20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a), the Board by resolution or the Chief Executive Officer 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 suspensions shall be promptly notified in writing to the member concerned.

20.4 Any member suspended pursuant to Rules 20.1, 20.2, 20.3 or 21 shall during the period of suspension not be entitled to:

- a) Attend at the premises or use the facilities of the Club for any purpose without the permission of the Board; or
  - b) Participate in any of the social or sporting activities of the Club without the permission of the Board; or
  - c) Attend or vote at any meetings of the Club;
  - d) Nominate or be elected to the Board or any Committee of the Club;
  - e) Vote in the election of the Board
  - f) Propose, second or nominate any eligible member for any office of the Club;
  - g) Propose, second or nominate any eligible member for Country Club Life membership.
- 20.5 Should a member incur any debt to the Club or to the Club's staff or servants or persons under Contract to the Club and fail to discharge such debt upon request in writing by the Chief Executive Officer he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course and the provisions for Rule 20 shall not apply.

#### **DISCIPLINARY COMMITTEE**

- 20.6 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20 to a Disciplinary Committee comprising not less than two (2) directors of the Club selected by the Board.
- 20.7 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 save that:
- a) A quorum of the Disciplinary Committee shall be two (2) directors of the Club; and
  - b) All references to the Board in Rule 20, except in Rule 20.2(i) shall be read as being references to the Disciplinary Committee.
- 20.8 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20 on the member charged in substitution from that imposed by the Disciplinary committee provided that:
- a) The procedure set out in Rule 20 is followed: and
  - b) The member is notified that the Board is exercising the power under Rule 20.8 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 20.9 The Board shall have the power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 20.6 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

## **21. REMOVAL OF PERSON FROM THE PREMISES OF THE CLUB**

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- 21.1 In addition to any powers under Section 77 of the Liquor Act, the Chief Executive Officer or, subject to Rule 21.3, 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:
- a) Who is then intoxicated, violent, quarrelsome or disorderly; or
  - b) Who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - c) Whose presence on the premises of the Club renders the Club or the Chief Executive Officer liable to a penalty under the Liquor Act or Registered Clubs Act;
  - d) Who hawks, peddles or sells any good on the premises of the Club;
  - e) Who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - f) Who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer suspects of being a prohibited drug or prohibited plant.
  - g) Whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 21.2 If pursuant to Rule 21.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Rule 21.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club.
- 21.3 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:
- a) In the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or
  - b) Any employee authorised by the Chief Executive Officer to exercise such power.
- 21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 21.5 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not:
- a) remain in the vicinity of the Club; or
  - b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.



## **22. RESIGNATION AND CESSATION OF MEMBERSHIP**

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- 22.1 A member may at any time by giving notice in writing to the Chief Executive Officer resign from the membership of the Club and such resignation shall take effect from the date of which it is received by the Chief Executive Officer.
- 22.2 Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the joining fee or subscription or otherwise) shall upon and by reason of such person shall remain liable for any subscription and all arrears thereof due, unpaid and any other money due by that person at the date of cessation of that person's membership of the Club or for which that person is or may become liable under this constitution.

## **23A AUTHORISED GAMING VISITORS**

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This Rule 23A shall only apply in respect of the Swan Hill Club Licensed Premises:

- a) If the Club holds a Venue Operator's Licence in respect of the Swan Hill Club Licensed Premises, an Authorised Gaming Visitor may be admitted to the Swan Hill Club Licensed Premises:
- (i) on any day when guests are allowed for the purposes of playing gaming machines; and
  - (ii) for the use of such other Club facilities as the Board may from time to time permit.
- b) An Authorised Gaming Visitor may not introduce guests to the Club.
- c) Pursuant to the Liquor Reform Control Act, an Authorised Gaming Visitor must:
- (i) produce evidence of his or her residential address before being admitted to the Swan Hill Club Licensed Premises;
  - (ii) carry identification at all times whilst on the Swan Hill Club Licensed Premises; and
  - (iii) comply with any relevant rules of the Club whilst on the Swan Hill Club Licensed Premises.

## **23. GUESTS**

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- 23.1 All members (except Junior Sports members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 23.11.
- 23.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.

- 23.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law.
- 23.4 No member shall introduce any person as a guest who:
- a) Has been expelled from the Club pursuant Rule 20;
  - b) Is then suspended pursuant Rule 20; or
  - c) Who is then refused admission to or turned out of the Club pursuant Rule 21.
- 23.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 23.6 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.
- 23.7 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in company of a member.
- 23.8 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 23.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 23.10 The Chief Executive Officer or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving reason.
- 23.11 A Temporary member may bring into the non restricted areas of 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 the member is a responsible adult.
- 23.12 For the purposes of Rule 23.11(c), “responsible adult” means an adult who is:
- a) a parent, step-parent or guardian of the minor; or
  - b) the minor’s spouse or de facto partner;
  - c) for the time being, standing in as the parent of the minor.

## **24. BOARD OF DIRECTORS**

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24.1 The Board shall consist of nine (9) directors who shall comprise of a President, a Vice President, an Honorary Treasurer, and Honorary Secretary and five (5) ordinary directors provided however that no more than two (2) members of the Board shall be Country Club Sports - Bowls members and that the President of the Board must be a Country Club Sports - Golf & Bowls member or Country Club Life member.

24.2 Subject to Rule 24.3, the following members, provided they have been financial members of the Club for a consecutive period of at least twelve (12) months, shall be entitled to stand for and be elected or appointed the Board:

- a) Country Club Sports – Golf & Bowls members; and
- b) Country Club Sports – Golf members; and
- c) Country Club Sports – Bowls members; and
- d) Country Club Life members;

24.3 A member who is:

- a) An employee; or
- b) Who is currently under suspension pursuant to Rules 20;
- c) Is not a financial member

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

24.4 The members of the Board holding office as at the date of the Special Resolution adopting this Constitution will subject to this Constitution hold office until the conclusion of their term as directors in accordance with the rules as set out in Rule 25 below.

24.5 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.

24.6 A member will not be entitled to be elected or appointed to the Board if they do not have a Director Identification Number on the proposed date of their election or appointment to the Board.

## **25. ELECTION OF BOARD**

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25.1 The election of Directors shall be conducted annually in accordance with the provisions set out in the schedule below and rule 25.

## SCHEDULE

### Definitions

1. 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.

### First general meeting under triennial rule

2. (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.

### Subsequent general meetings

3. 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.

### Casual vacancies

4. (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.

### Re-election

5. 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.

## Revocation of triennial rule

6. 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.

## 25.2 Conduct of Elections

- a) The Board shall appoint a Returning Officer and at least two scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
- b) Notice of the date and time of the last day for receiving nominations for office shall be prominently posted on the Club Notice Board at least fourteen (14) days prior to the date fixed for the close of nomination and shall remain on the Club Notice Board until nominations close.
- c) Nominations shall close at 6.00pm on a day that is at least twenty one (21) days prior to the date fixed for the Annual General Meeting and must be delivered to the Chief Executive Officer on or before that date.
- d) Nominations for election of the Board shall be made in writing and signed by two Country Club Sports – Golf & Bowls members, Country Club Sports - Golf members, Country Club Sports – Bowls members or Country Club Life members and by the nominee who shall there by signify his or her consent to the nomination. For the avoidance of doubt:
  - (i) In respect of the election of the Board, a member may only nominate for election to the Board as a director; and
  - (ii) The Executive shall be elected by the Board in accordance with Rule 25.2(y).
- e) A nomination can be withdrawn at any time prior to the closing of nominations but only by giving written notice of the withdrawal of nomination to the Chief Executive Officer.
- f) The Chief Executive Officer shall post the name of the candidate and his or her proposers on the Club Notice Board at least fourteen (14) days prior to the date fixed for the Annual General Meeting.
- g) If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions shall be casual vacancies for the purposes of Rule 32.2
- h) If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.

- i) If there be more than the required number of candidates nominated for the Board an election by secret ballot shall take place.
- j) The Returning Officer shall supervise the preparation of ballot papers.
- k) The order in which names appear on the ballot paper shall be determined by lot.
- l) The ballot shall be conducted on Club premises on the day of the Annual General Meeting from 10.00 am to 6.00 pm. Membership cards and photo identification must be produced and the members name must be marked off the roll of eligible voters. The member should record acceptance of their ballot paper by listing their membership number and signature on a voting attendance sheet which will act as a record of the ballot papers issued.
- m) The Returning Officer shall supervise the issue of ballot papers.
- n) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- o) Members shall place their ballot papers in a ballot box provided by the Club.
- p) The Returning Officer shall supervise the safe custody of ballot papers.
- q) The Returning Officer shall supervise the examination of ballot papers.
- r) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- s) The Returning Officer shall supervise the counting of votes.
- t) In the event of an equality of votes, the Chairman of the Annual General Meeting shall have a casting vote.
- u) The Returning officer shall report the result of the ballot to the meeting.
- v) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 25.2.
- w) 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 25.2.
- x) 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 32.2.
- y) (i) As soon as reasonably practicable after the Annual General Meeting, the elected directors shall elect the Executive from amongst their number.
- (ii) As soon as reasonably practicable after the Executive is elected, an appropriate notice shall be displayed in the Clubs' noticeboard.

- (iii) The directors elected to the Executive shall, subject to this constitution, hold those offices until the conclusion of the next Annual General Meeting.

25.3 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 25.

25.4 (a) As at the date of the special resolution adopting this Rule 25.4:

- (i) The Board consisted of nine (9) directors; and

- (ii) For the purposes of the triennial rule referred to in Rule 25.1, the nine (9) directors comprised one (1) group of four (4) directors, one (1) group of three (3) directors and one (1) group of two (2) directors.

(b) The triennial rule referred to in Rule 25.1 requires the groups of directors to be as nearly as practicable equal in number.

(c) To ensure compliance with the triennial rule referred to in Rule 25.1:

- (i) in respect of the election of directors to be conducted in 2015, two (2) directors will be elected to three (3) year terms of office; and

- (ii) in respect of the election of directors to be conducted in 2016, three (3) directors will be elected to three (3) year terms of office; and

- (iii) in respect of the election of directors to be conducted in 2017, three (3) directors will be elected to three (3) years term of office and one (1) director will be elected to a one (1) year term of office;

- (iv) in respect of the election of directors to be conducted in 2018 and each election of directors thereafter, three (3) directors will be elected to three (3) year terms of office,

so that, from 2018, each group of directors for the purposes of the triennial rule and Rule 25.1, will be made up of three (3) directors.

## **26. POWERS OF THE BOARD**

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26.1 The Board shall be responsible for the management of the business and affairs of the Club and shall have full control of the Club's property and absolute authority.

### **GENERAL POWERS**

26.2 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 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

- 26.3 Without derogating from the general powers conferred by Rule 26.2 the Board shall have power from time to time:
- a) To make, alter and repeal By-Laws pursuant to Rule 26.10;
  - b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit;
  - c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally such terms and conditions as it shall think fit;
  - d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit;
  - e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club to arbitration and to observe and perform the award;
  - f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptance, cheques, bills of exchange, promissory notes and other documents or instruments and also who is authorised to make payments by any electronic means and authorised to use any credit card;
  - g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
  - h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club to 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;
  - i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or chattels belonging to the Club subject to requirements of Section 41E of the Registered Clubs Act and Liquor Act;
  - j) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer, to determine the remuneration and terms or employment of the Chief Executive Officer, and to specify and define the duties of the Chief Executive Officer;
  - k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Chief Executive Officer of the Club from time to time;



- l) To set the joining fees and annual subscriptions and fees payable by all members;
- m) To fix the maximum number of persons who may be admitted to each class or membership of the Club in accordance with this Constitution;
- n) To affiliate with any sporting Club or sporting associations whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting Club, or sporting association;
- o) To impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises;
- p) To create sub categories of each category of Full membership in accordance with Rule 10.4; and
- q) To determine the eligibility requirements and the playing rights and social privileges and advantages for each sub category of Full membership in accordance with Rule 10.4.

## **COMMITTEES**

26.4 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

- a) Director;
- b) Member;
- c) Employee;
- d) Person who is not a member but who has 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 revoke any such delegation.

26.5 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.

26.6 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

26.7 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 casting vote.

26.8 The meetings and proceedings of any committee consisting of two 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 26.4 or by-law made by the Board pursuant to this rule 26.4.

- 26.9 All committees shall make minutes of the 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.
- 26.9A Without limiting Rules 26.4 to 26.9 inclusive, there shall be an Advisory Committee in respect of the Swan Hill Club Licensed Premises and the following shall apply in respect of the Advisory Committee:
- (a) The Advisory Committee shall be comprised of such members who shall be elected or appointed in accordance with such rules as may be determined by the Board from time to time by By-law in accordance with this Constitution.
  - (b) The Advisory Committee shall have such roles and responsibilities and perform such duties as may be determined by the Board from time to time by By-law in accordance with this Constitution.
  - (c) Only the following persons shall be entitled to stand for or be elected or appointed to or vote in the election of the Advisory Committee:
    - (i) Swan Hill Club Gold Members; and
    - (ii) Any Full member of the Club referred to in Rules 10.3(a) to (f) inclusive who is noted in the Club's register of members as being entitled to do so.
  - (d) For the purposes of Rule 26.9A(b)(ii), the Board shall, on application of a Full member of the Club referred to in Rules 10.3(a) to (f) inclusive, cause a notation to be made in the Club's register of members that that Full member is entitled to stand for or be elected or appointed to or vote in the election of the Advisory Committee.

#### **BY-LAWS**

- 26.10 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.
- 26.11 Without limiting the generality of Rule 26.10 the Board may regulate:
- a) Such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
  - b) The general management, control and trading activities of the Club;
  - c) The control and management of the Club premises;
  - d) The control of members and guests of members;

- e) The sub-categories of each category of Full membership in accordance with Rule 10.4;
  - f) The eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership in accordance with Rule 10.4;
  - g) the privileges to be enjoyed by each category or subcategory of members;
  - h) the relationship between members and Club employees; and
  - i) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- 26.12 Any By-law made under this rule 26.10 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.
- 26.13 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.

## **27. PROCEEDINGS OF THE BOARD**

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- 27.1 The Board may meet together for the dispatch of the business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least one in each calendar month for the transaction of business.
- 27.2 A record of all members of the Board present at each Board meeting and all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.
- 27.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair 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 to take the chair for the meeting.
- 27.4 The quorum for meetings of the Board shall be five (5) directors personally present or such greater number shall be fixed by the Board from time to time.
- 27.5 The President may at any time and the Chief Executive Officer upon request of not less than three (3) directors shall convene a meeting of the Board.
- 27.6 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.
- 27.8 All acts done by any meeting of the Board or of a committee or by any person acting as member of the Board shall, notwithstanding that it is afterwards discovered that there was 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.

- 27.9 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. Additionally, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
- 27.10 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

## **28. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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- 28.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- a) declare the nature of the interest at a meeting of the Board; and
  - b) comply with Rule 28.2.
- 28.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- a) must not vote on the matter; and
  - b) must not be present while the matter is being considered at the meeting.

## **29. REGISTERED CLUBS ACCOUNTABILITY CODE**

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- 29.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 29.
- 29.2 For the purposes of this Rule 29, the following terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

### **CONTRACTS WITH TOP EXECUTIVES**

- 29.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- a) the top executive's terms of employment; and
  - b) the roles and responsibilities of the top executive;
  - c) the remuneration (including fees for service) of the top executive;
  - d) the termination of the top executive's employment.

- 29.4 Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 29.5 Subject to Rule 29.7 and any restrictions contained in the Registered Clubs Act, 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, unless the proposed commercial arrangement or contract is first approved by the Board.
- 29.6 A “pecuniary interest” in a company for the purposes of Rule 29.5 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- 29.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- a) the Secretary or a manager; or
  - b) any close relative of the Secretary or a manager;
  - c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- 29.8 The Club must not:
- a) lend money to a director of the Club; and
  - b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 29.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 29.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 29.11 A 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; and

- 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 forty (40) kilometres of the Club's premises,
  - d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 29.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 29.11.

### **PROVISION OF INFORMATION TO MEMBERS**

- 29.13 The Club must:
- a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates, and
  - b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## **30. MEETINGS AND VOTING**

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- 30.1 In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and
  - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
  - (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
- 30.2 If there is any inconsistency between Rule 30.1 and any other provision of this Constitution, Rule 30.1 shall prevail to the extent of that inconsistency”.

## **31. REMOVAL FROM OFFICE OF DIRECTORS**

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- 31.1 The members in a general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
  - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

- 31.2 Any person appointed pursuant to 31.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- 31.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted upon. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

## **32. VACANCIES ON THE BOARD**

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- 32.1 The office of a member of the Board shall be vacated if the person holding that office:
- a) 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;
  - b) is disqualified for any reason referred to in Section 206B of the Act.
  - c) is absent from meetings of the Board for a continuous period of three (3) calendar months, without leave of absence and the Board resolves that his office is vacated;
  - d) resigns from office by notice in writing to the Chief Executive Officer;
  - e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or The Registered Clubs Act.
  - f) ceases to be a member of the Club;
  - g) becomes an employee of the Club;
  - h) fails to complete the mandatory training requirement for directors referred to in Rule 24.5 within the prescribed period (unless exempted).
- 32.2 The Board shall have the power at any time and from time to time, to appoint any eligible member to The Board to fill a casual vacancy.
- 32.3 Persons who are appointed shall hold office until the conclusion of the next Annual General Meeting.

## **33. GENERAL MEETINGS**

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- 33.1 A general meeting of the members of the Club must be held for a proper purpose.
- 33.2 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.
- 33.3 The Board may, by majority decision at a properly convened board meeting, whenever it thinks fit, convene a General Meeting.

- 33.4 The Board shall, on the request of not less than five (5%) percent of members who may vote at the General Meeting (whichever is the lesser), convene a General Meeting.
- 33.5 A request of members to convene a General Meeting, shall:
- (a) be in writing;
  - (b) state any resolution to be proposed at the meeting and state the purpose or purposes of the meeting;
  - (c) disclose the printed name and membership number of each member making the request;
  - (d) be signed by each member making the request;
  - (e) be lodged with the Chief Executive Officer; and
  - (f) may consist of several documents in identical form, each signed by one or more of the members making the request.
- 33.6 The Board must decide the date of the meeting within twenty one (21) days after the request is given to the Chief Executive Officer and the meeting is to be held not later than two (2) months after the request is given to the Chief Executive Officer.
- 33.7 Members with more than 50% of the votes of all the members who made the request may call and arrange to hold a General Meeting if The Board does not do so within twenty-one (21) days after the request is given to the Chief Executive Officer.
- 33.8 Any meeting convened under Rule 33.4 above shall, as nearly as practicable, be convened in the same manner as General Meetings are convened by The Board.
- 33.9 The meeting referred to in Rule 33.7 must be held not later than three (3) months after the request is given to the Chief Executive Officer.
- 33.10 To call the meeting, the members requesting the meeting may ask The Club for a copy of the Register of members and The Club must give to members the copy of the Register without charge.
- 33.11 The Club must pay the reasonable expenses the members incur because The Board failed to call and arrange to hold the meeting.
- 33.12 Where the object of a General Meeting requested in accordance with Rule 33.5 above, is to consider a Special Resolution, The Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as required by The Act or this Constitution.
- 33.13 When determining whether a resolution has been passed by a particular majority of members at a General Meeting, the Chairman shall consider only those members present and voting upon the resolution.



## **NOTICE OF GENERAL MEETINGS**

- 33.14 At least 21 days notice in writing must be given of the Annual General Meeting and of any General Meeting of the members of The Club to all Full members who are entitled to attend and vote at the meeting and to the auditor.
- 33.15 A notice of a General Meeting of The Club's members must:
- a) set out the place, date and time of the meeting; and
  - b) state the general nature of the meeting's business; and
  - c) if a Special Resolution is to be proposed at the meeting - set out an intention to propose the Special Resolution and state the resolution;
- 33.16 A copy of a notice of a General Meeting of the members of The Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- 33.17 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.

## **ANNUAL GENERAL MEETINGS**

- 33.18 The business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the previous Annual General Meeting;
  - (b) To receive and consider the accounts, statements and reports prescribed by the Act;
  - (c) To elect and declare the results of 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 deal with any other business included in the notice of meeting or for which prior written notice has been given.
  - (f) To deal with any other business that the meeting may approve of which due notice has not been given.
- 33.19 The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of The Club.
- 33.20 If The Club's auditor or a representative of The Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 33.21 The Club's Auditor shall be given notice of the Annual General Meeting at the same time as such notice is given to the members and is entitled to attend any General Meeting of The Club;
- 33.22 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.
- 33.23 The Auditor is entitled to be heard even if:
- a) the Auditor retires at the meeting; or
  - b) the meeting passes a resolution to remove the Auditor from office.
  - c) 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**

- 33.24 The President or, in the President's absence, the Vice President, shall act as Chairman at each General Meeting. If the President and Vice-President is absent or unwilling or unable to act, then the members present shall elect one of the current members of The Board to act as Chairman of the meeting. If each of the current members of The Board is unwilling or unable to act, then the members present shall elect one of their number to act as Chairman of the meeting.

### **VOTING**

- 33.25 Every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 33.26 A vote put to a General Meeting may be decided by a show of hands unless a poll is demanded by five (5) members. A demand for a poll may be made either before a vote is taken or before the voting results on a show of hands is declared or immediately after the voting results when a show of hands is declared. Any demand for a poll may be withdrawn.
- 33.27 In the case of an equality of votes whether on a show of hands or on a ballot, the Chairman shall have a second or casting vote.
- 33.28 A declaration by the Chairman that any resolution has been carried, or carried by a particular majority, or lost, an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any such resolution.

33.29 A person shall not:

- a) attend or vote at any meeting of The Club, The Board or any committee of The Club; or
- b) vote at any election including an election of a member of The Board,

as the proxy of another person.

33.30 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

33.31 When determining whether a motion or resolution has been passed or defeated by a particular majority, only those members present, and voting, in favour, or against, the motion, or resolution, shall be counted.

### **QUORUM FOR GENERAL MEETINGS**

33.32 No business shall be transacted at any General Meeting unless a quorum of eligible or voting members is present at the time when the meeting proceeds to business.

33.33 A quorum for all General Meetings of The Club shall be twenty (20) eligible or voting members present.

33.34 If a quorum is not present within thirty (30) minutes after the appointed time for the commencement of a General Meeting, then:

- a) the meeting, if convened by way of a request of members, shall be dissolved; or
- b) in any other case, the meeting is to be adjourned to a date, time and place determined by the Chairman of the meeting.

33.35 If at a General Meeting, previously adjourned due to a lack of a quorum, a quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, the members present and eligible to vote will constitute a quorum.

### **ADJOURNMENT OF GENERAL MEETINGS**

33.36 The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

33.37 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

33.38 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.

33.39 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.

#### **34. MEMBERS' RESOLUTIONS AND STATEMENTS**

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34.1 The rights of members to propose resolutions and make statements at General Meetings of The Club are as provided in Sections 249(N), 249(O) and 249(P) of The Corporations Act 2001.

#### **35. MINUTES**

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35.1 The Club must keep minute books in which it records:

- a) proceedings and resolutions of General Meetings of The Club; and
- b) proceedings and resolutions of meetings of the Directors of The Club (including meetings of a committee of Directors);
- c) resolutions passed by Directors without a meeting.

35.2 The Club must ensure that:

- a) minutes of a meeting are signed within one (1) month of the meeting by the Chairman of the meeting or the Chairman of the next meeting.
- b) 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.

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.

#### **36. ACCOUNTS AND REPORTING TO MEMBERS**

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36.1 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.

36.2 The books of account shall be kept at the Registered Office of The Club or at such other place as The Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of The Board and any other persons authorised or permitted by or under The Act to inspect such records.

36.3 The Board shall not less than twenty one (21) days before each Annual General Meeting and in any event within five (5) months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M of the Act.

36.4 In accordance with Section 317 of the Act the Boards shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General meeting:

- a) The financial report of the Club;
- b) The directors report;
- c) The auditor's report on the financial report.

### **37. FINANCIAL YEAR**

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

### **38. AUDITORS**

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38.1 Auditors shall be appointed and their duties regulated in accordance with *The Act*. The Auditor's remuneration shall be fixed by The Board.

### **39. CHIEF EXECUTIVE OFFICER / SECRETARY**

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39.1 The Board shall appoint a Chief Executive Officer of The Club who shall be the Secretary of the Club for the purpose of The Registered Clubs Act. There shall be only one (1) Chief Executive Officer of The Club at any one time.

### **40. EXECUTION OF DOCUMENTS**

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40.1 The Club may execute a document (including a deed) without using the Seal if that document is signed by:

- a) two members of The Board; or
- b) one member of The Board and the Chief Executive Officer.

### **41. NOTICES**

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41.1 *Without limiting the provisions of the Act, a notice may be given by the Club to any member either:*

- (a) personally; or*
- (b) by sending it to the residential, postal or email address of the member;*
- (c) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.*

41.2 *Where a notice is:*

- (i) *personally given to a member in accordance with Rule 41.1(a), it is deemed to be received on the day the member is given the notice; and*
- (ii) *sent to a member in accordance with Rule 41.1(b), it is deemed to be received by the member on the day following that on which the notice was sent;*
- (iii) *sent to a member in accordance with Rule 41.1(c), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice”.*

**42. INDEMNITY OF OFFICERS**

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- 42.1 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 him in his capacity as an officer in defending any proceedings whether civil or criminal.
- 42.2 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.

**43. INTERPRETATION**

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- 43.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or 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 subject to such construction or interpretation being varied or revised by the members of the Club in a General Meeting passing a resolution with at least seventy-five percent majority of members present and voting in favour of the resolution or by the Supreme Court of New South Wales or other Court of competent jurisdiction.

**44. AMENDMENTS TO CONSTITUTION**

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- 44.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Only Country Club Sports – Golf & Bowls members, Country Club Sports – Golf members, Country Club Sports – Bowls members, Country Club Life members, Sports members, Social members, Swan Hill Club Gold members and Swan Hill Club Social member can vote on any Special Resolution to amend this Constitution.