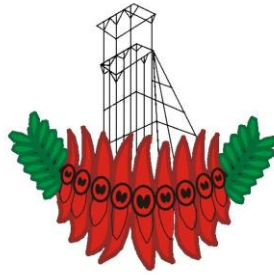


Constitution

of

Broken Hill Golf & Country Club trading as
Golf Broken Hill
ABN 71 099 052 187

The Objects of Broken Hill Golf & Country Club trading as Golf Broken Hill



- (a) To foster and develop the sport of golf, encourage growth in membership and to provide the community of Broken Hill with a facility to further develop tourism growth and also attract new residents.
- (b) Run the game of golf at the Broken Hill Golf Course
- (c) Ensure members rights & financial assets are protected
- (d) To raise funds to sustain the future of the entity
- (e) Maintain a working relationship with management of the golf course owners
- (f) For the above purposes only, the club may do all things permitted in law

The Objects of Golf Broken Hill	2
Part 1 – Preliminary	5
1. Definitions.....	5
2. Interpretation	6
3. Preliminary	6
Part 2 - Membership	7
4. Membership generally	7
5. Eligibility for and Rights of Various Classes of Membership	8
6. Application for Membership	11
7. Cessation and Resignation of Membership	12
8. Transfer of Membership Entitlements	13
9. Register of Mmbers	14
10. Annual Fees, Subscriptions and Levies	14
11. Members’ Liabilities	15
12. Resolution of Disputes	15
13. Disciplining of members	15
Part 3 - The Committee	16
14. Powers of the Committee	16
15. Composition and Membership of Committee	17
16. Election of Committee Members	19
17. Secretary	19
18. Treasurer	20
19. Casual Vacancies	20
20. Removal of Committee Members	20
21. Committee Meetings and Quorum	21
22. Delegation by Committee to Sub-Committee	22
23. Golf Committee	23
24. Ladies Golf Committee	24
25. Voting and Decisions	24
Part 4 - General meetings	25
26. Annual General Meetings	25
27. Business at Annual General Meetings	25
28. Special General Meetings	25
29. Notice of General Meetings	26
30. Quorum for General Meetings	26
31. Presiding member	27
32. Adjournment	27
33. Making of Decisions	27
34. Voting	27
Part 5 - Miscellaneous	28
35. Insurance and Indemnity of Officers	28
36. Funds	28
37. Club is Not For Profit	28
38. Distribution of Property on Winding up of Club	29
39. Seal of The Club	29
40. Change of Name, Objects and Constitution	29
41. Custody of Books etc	29
42. Inspection of Books etc	29
43. Financial Year	29

44.	Service of Notices	30
1.	Appendix 1 Application for Membership of Club	31

Part 1 – Preliminary

1. Definitions

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

The Act means the Associations Incorporation Act 2009. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force at the date at which this Constitution become binding on the Club shall have the meaning so defined.

The Regulation means the *Associations Incorporation Regulation 2016*

The Committee means the members for the time being of the Officers of the Club constituted in accordance with this Constitution.

By-laws shall mean and include Rules.

The Club means Broken Hill Golf & Country Club trading as Golf Broken Hill ABN 71 099 052 187

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

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

Month except where otherwise provided in this Constitution means calendar month.

Officers include the President, Vice President, Honorary Secretary, Honorary Treasurer and Members of the Committee and the Secretary but does not include the Auditor.

ordinary committee member means a member of the committee who is not an office-bearer of the Club.

secretary means:

- i. the person holding office under this constitution as secretary *including Honorary Secretary, Acting Secretary* of the Club, or
- ii. if no such person holds that office - the public officer of the Club.

Ordinary Member in relation to the Club shall mean a person who is a Full Foundation Member, Full Member, Life Member, Social Member, Intermediate Member or Junior Member of the Club.

Deed of Release and Variation of Lease agreement reached at arbitration, in May 2013, between the Club and the owners of the Golf Course

Foundation member in relation to the Club shall mean a person who was a financial Playing Member or financial Intermediate member as at 5 May 2013 and has had continuous membership in Playing or Intermediate class since that date

Special General Meeting means a general meeting of the Club other than an annual general meeting.

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

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

A Member shall not be deemed to be a financial Member at the date of a meeting at which only financial Members may attend or vote:

- (i) If at the expiration of Thirty-one (31) days from the due date the Member's subscription or any part thereof payable on that date remains unpaid; or
- (ii) If any money (other than the subscription) owing by the Member to the Club has remained unpaid at the expiration of Thirty-one (31) days from service on the Member of a notice from the Club requiring payment thereof; and in either case the Member shall be and remain unfinancial until payment in full of the amount owing.

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

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Interpretation

- (1) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (2) The headings in this Constitution are not part of this Constitution and shall not effect its meaning.
- (3) A decision of the Committee on the construction or interpretation of the Constitution of the Club, or on any By-Laws or Rules of the Club made pursuant to this Constitution or on any matter arising thereout, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.

3. Preliminary

- (1) The Club is established for the purposes set out in the Constitution.
- (2). The Club shall be a non-proprietary Club.
- (3) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the Members of the Club.
- (4) No Member of any class shall compete for any prize whilst he or she shall be more than one calendar month in arrears as to any money due by him or her to the Club. Penalty for any breach of this provision shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any Member from this penalty.

Part 2 - Membership

4. Membership generally

- (1). A person is eligible to be a member of the Club if:
 - a). the person is a natural person, and
 - b). the person has been approved for membership of the Club in accordance with Clause 6.
- (2). A person is taken to be a member of the Club if:
 - a). the person is a natural person, and
 - b). the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3). A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration of the Club under section 6 (1) (a) of the Act was made.
- (4). The Membership of the Club shall consist of the following classes:

PRESENT CLASS

Playing Members

Intermediate Members

Life Members

Provisional Members

Country Members

Junior Golf Members

Honorary Members

Social
Members

NEW CLASS

= Full Members

Foundation Members (Financial
Playing Members as at 5 May 2013)
(New)

= Intermediate Members

= Life Members

Non-Playing Life Members (New)

= Provisional Members

= Country Members

= Junior Members

= Honorary Members

= Social Members

- (5). Persons who at the date of the special resolution adopting this Constitution are entered in the Register of Members in the class appearing on the left hand column hereunder headed "Present Class" shall be transferred on and from the date of the special resolution to the corresponding class appearing in the right hand column headed "New Class".

- (6). Each class of Membership will be open to both sexes. All persons who at the date of the Special Resolution adopting this Constitution were recorded in the Register of Members as Playing Members/Foundation Members shall as and from that date be known as Full Members/Full Foundation Members. The number of Full Members of the Club shall not be less than the minimum permissible under the Associations Incorporations Act 2009.
- (7). No person under the age of 18 years shall be admitted as a Member of the Club other than as a Junior Member.
- (8). No person under the age of 21 years shall be eligible to stand for election to the Committee, attend or vote at meetings or propose or second any person for Membership of the Club.
- (9). A majority of Full Members must at all times have the right to vote in an election for the Committee of the Club.

5. Eligibility for and Rights of Various Classes of Membership

- (1). **Full Members** shall be persons who
 - (a). are of or over the age of 21 years and who have applied for Full Membership and been elected to that class in accordance with this Constitution.
 - (b). Full Members shall have full playing rights, the right to stand for election to the Committee and Golf Committees, the right to vote at all General Meetings.
- (2). **Foundation Members** shall be persons
 - (a). Who were Financial Playing Members as at 5 May 2013 and who have maintained continuous membership in that class
 - (b). who are of or over the age of 21 years and who have applied for Full Membership and been elected to that class in accordance with this Constitution.
 - (c). Foundation Members shall have full playing rights, the right to stand for election to the Committee and Golf Committees, the right to vote at all General Meetings.
 - (d). A Foundation Member shall lose all foundation membership rights and status if
 - i). If they resign their membership of the Club
 - ii). If at the expiration of thirty-one (31) days from the due date the Member's annual subscription or any part thereof payable on that date remains unpaid; or
 - iii). If any money (other than the subscription) owing by the Member to the Club has remained unpaid at the expiration of thirty-one (31) days from service on the Member of a notice from the Club requiring payment thereof; and in either case the Member shall be and remain unfinancial until payment in full of the amount owing.
- (3). **Intermediate Members** shall be persons
 - (a). who are of or over the age of 18 and under the age of 21 years at July 1 of the membership year.
 - (b). Intermediate Members shall not be eligible to stand for election to the Committee, attend or vote at meetings or propose or second any person for Membership of the Club.
- (4). **Junior Members** shall be any person
 - (a). being under the age of 18 years and above 9 years and
 - (b). who satisfies the Committee that he or she wishes to actively participate in the sport of golf in the Club and from whose parent or guardian the Club receives a written consent (in such form as the Committee may determine) to be a Junior Member of the Club and to participate in the sport of golf in the Club may be admitted to Junior Membership of the Club.
 - (c). Such parent or guardian will be required to undertake to the Club to be responsible for the annual subscription and all other moneys payable to the Club in relation to the Junior Member and for the behaviour of the Junior Member.

- (d). Junior Members shall not be eligible to attend or vote at any meeting of the Club, stand for election to the Committee, nominate any person for election to the Committee or Membership of the Club or participate in any way in the management of the Club;
 - (e). Junior Members shall only be permitted to enter those parts of the premises of the Club in respect of which an authority has been granted specifying that area as a non-restricted area for the purposes of NSW Liquor laws
- (5). **Social Members** shall be
- (a). persons of or over the age of 18 years who have applied for Social Membership of the Club and who have been elected to that class in accordance with this Constitution.
 - (b). Social Members shall be entitled to use the social facilities and amenities of the Club but cannot participate in competitions unless such competitions are deemed open to visitors of the Club.
 - (c). Social Members shall not be eligible to stand for election to the Committee or propose or second any person for Membership of the Club or vote in the election for the Committee of the Club.
- (6). **Life Members**
- (a). Nomination process and criteria for Honorary Life Membership

The committee may accept one or in exception circumstances more than one nomination for Honorary Life Membership. Nominations for Honorary Life Membership of the Club may be submitted in writing to the Committee by 30th of September each year and be signed by two financial members. Members nominating each candidate should ensure that the candidate fits the criteria for Honorary Life Membership – that is:

 - i). Current Membership of the Club; Long term commitment to the Club as evidenced by at least 20 years continuous membership or 25 years broken membership of, and active participation in, the Club.
 - ii). Executive positions on Board or sub-committees each year in these positions equals three years of service.
 - iii). Other positions of Board or Sub-committees each year in these positions equals two years of service.
 - iv). Substantial contribution to specific aspects of the Club functioning
 - v). Members nominating a candidate should provide a profile of the candidate that provides grounds for the nomination, pertinent information would include but not necessary be limited to the following
 - (i) The candidate's active contribution to the functioning of the Club
 - (ii) The candidate's length of membership of the Club
 - (iii) The candidate's overall contribution to sport in the Broken Hill region
 - (b). The Committee will determine whether:
 - i). The nomination merits the Committee recommending the nomination to the Members present at the next Annual General Meeting of the Club.
 - ii). If the Committee determines that the nomination is to be recommended to the next Annual General Meeting of the Club it shall notify:
 - (i) The Member nominated and
 - (ii) Members nominating of its intention.
 - iii). If the Committee determines that the nomination does not merit nomination or does not meet the criteria it shall not be required to give any such reason for the rejection of the nomination.

- (c). A person shall not be elected to Honorary Life Membership unless at least fourteen days written notice of intention to elect that person as an Honorary Life Member of the Club shall be given with notice of the Annual General Meeting at which it is proposed to elect such person.
- (d). A person shall only be elected a Honorary Life Member of the Club by four fifths of a majority of those Members present and entitled to vote at an Annual General Meeting of the Club.
- (e). A person elected as a Honorary Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a Full Member.
- (f). Playing Life Members will have to pay the annual affiliation and registrations fees as required by the Committee.

(7). Honorary Members

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

(8). Provisional Members

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

(9). Country Members

- (a). The Committee may at its discretion admit as a Country Member of the Club a person whose usual residential address is not within a one hundred (100) kilometre radius of the City of Broken Hill. A Country Member shall have the same rights as a Provisional Member.
- (b). No person shall be admitted as a Country Member who resides within the municipal boundaries of the City of Broken Hill for a period totalling more than thirty days in any one year.
- (c). The Committee may without assigning any reason therefore serve notice on a Country Member requiring that Member to transfer his Membership to Full Membership and to pay Full Membership subscription for that year less the amount already paid by the Member as Country Membership fees.
- (d). A Country Member upon whom such notice has been served shall within forty five days of the date of service of notice advise the Secretary in writing of his acceptance of Full Membership and pay the required fee upon which he shall be recorded on the register as a Full Member.
- (e). A Country Member can participate in but cannot qualify for recognition in Monthly Medals and Club Championships
 - i). The Country Member can only participate in Club competitions if the member has an Australian Golf Handicap from another affiliated Golf Club.
- (f). A Country Member can play in 12 competition games only per year

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6. *Application for Membership*

- (1). A nomination of a person for membership of the Club:
 - (a). must be made by a member of the Club in writing (including by email or other electronic means) in the form set out in Appendix 1 to this constitution, and
 - (b). ensure the subscription appropriate to the class of Membership referred to in the nomination form is paid to the Club
 - (c). In the event of the member electing to pay by the Monthly debit, (only available to Full and Intermediate Members) the member must;
 - i). Pay the first instalment, together with annual affiliation, registration fees and any other as determined by the committee
 - ii). Complete a Direct Debit request form
 - iii). Complete a Direct Debit Association agreement
 - (d). must be lodged (including by email or other electronic means) with the secretary of the Club
 - (e). As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to

reject the nomination.

- (f). As soon as practicable after the committee makes that determination, the secretary must:
 - i). notify the nominee, in writing, (including by email or other electronic means) that the committee approved or rejected the nomination (whichever is applicable), and
 - ii). if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) any further sum payable under this constitution by a member as entrance fee and annual subscription.
- (2). The secretary must, on payment by the nominee of the amounts referred to in sub clause (b) or (c) (ii) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Club.
- (3). A person shall not be admitted as a Member of the Club other than as an Honorary Member or Provisional Member unless that person is elected to Membership at a meeting of the Committee of the Club or a duly appointed election committee of the Club the names of whose Members present and voting at that meeting are recorded by the Secretary of the Club.
- (4). Should a person who has been previously expelled from the Club, make application for Membership of the Club then that application must be considered by the Full Committee.
- (5). The Committee and any election committee may reject any application for Membership without assigning any reason for such rejection.
 - (a). notify the nominee, in writing, (including by email or other electronic means) that the committee rejected the nomination and
 - (b). return any subscription paid by the Member to the Member
- (6). In respect of every proposal for election to Membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Committee, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution. The form will be signed by the candidate.
- (7). The nomination form together with the Membership entrance fee (if any) and the first annual subscription shall be deposited at the office
- (8). Upon a person being elected to Membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person.
- (9). A copy of the Constitution shall be supplied to a Member on request being made to the Secretary of the Club and, (if demanded by the Secretary) on payment of any fee that may be prescribed by the Association Incorporations Act.

7. Cessation and Resignation of Membership

- (1). A person ceases to be a member of the Club if the person:
 - (a). the Member at any time may give notice in writing (including by email or other electronic means) to the Secretary to resign from Membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary, or
 - (b). fails to pay the subscription of the Member, within a period of thirty-one (31) days from the date upon which it shall fall due for payment
 - i). the Secretary shall give to the Member in default seven days' written notice (including by email or other electronic means) within which such subscription must be paid and
 - ii). if the same shall not have been paid within the time limited by such notice the member is expelled from the Club
 - (c). is expelled from the Club under Clause 13, or

- (d). dies
- (2). Expelled or defaulting members shall be
 - (a). debarred from all privileges of Membership
 - (b). disqualified by the Committee from all Club competitions in which he or she is participating, and
 - (c). forfeit any trophies or trophy credits accumulated under their name
- (3). If a member of the Club ceases to be a member under subclauses (a, b, c, or d), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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8. *Transfer of Membership Entitlements*

- (1). A right, privilege or obligation which a person has by reason of being a member of the Club:
 - (a). is not capable of being transferred or transmitted to another person, and
 - (b). terminates on cessation of the person's membership.
- (2). The Committee, at its discretion, may on the written application (including by email or other electronic means) of a Member transfer that Member from any class of Membership to other class of Membership.
 - (a). Any Member so transferred will be required to pay the difference between the entrance and/or annual subscription applicable for his or her present Membership and the entrance and/or annual subscription applicable to the class of Membership to which he or she desires to be transferred.
 - (b). Any Member so transferred to a lower class of Membership will not be refunded any difference between the entrance and/or annual subscription applicable for his or her present Membership and the entrance and/or annual subscription applicable to the class of Membership to which he or she desires to be transferred.
- (3). The Committee, at its discretion, may on the written application (including by email or other

electronic means) of a Junior Member transfer that Member from the class of Junior Membership to the class of Junior with handicap Membership.

- (a). That the transfer application must be approved by the Junior Golf Co-ordinator or the authority in charge of Junior Golf at the Club
- (b). Any Junior so transferred will be required to pay the difference between the entrance and/or annual subscription applicable for his or her present Membership and the entrance and/or annual subscription applicable to the class of Membership to which he or she desires to be transferred.

9. Register of Members

- (1). The secretary of the Club must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2). The register of members must be kept in New South Wales:
 - (a). at the main premises of the Club, or
 - (b). if the Club has no premises, at the Club's official address.
- (3). The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4). A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5). If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6). Members shall advise the Secretary of the Club in writing (including by email or other electronic means) of any change in their address.
- (7). A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a). the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b). any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (8). If the register of members is kept in electronic form;
 - (a). It must be convertible into hard copy, and
 - (b). The requirements in subclauses (2) and (3) apply as if a reference to the register of members a reference to a current hard copy of the register of members is

10. Annual Fees, Subscriptions and Levies

- (1). A member of the Club must, on admission to membership, pay the Club a fee of \$2 or if some other amount is determined by the committee, that other amount
- (2). In addition to any amount payable by the member under subclause (1), the annual subscription payable by Members of the Club shall in each case be such amount as the Committee may from time to time determine provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription
 - (a). except as provided by subclauses (b) and (c), before 1 July in each calendar year
 - (b). However, in the event of the subscription being payable monthly the first payment is payable on 1st July and additional amounts are payable on the 1st of each month of the rest of the financial year.
 - i). Pay, in advance, on 1st July the first instalment, together with annual affiliation, registration fees and any other as determined by the committee

- ii). Pay, in advance, on the 1st of each month subscription instalments and other fees as determined by the committee
- (c). If the member becomes a member on or after 1 July in any calendar year and before 1 July in each succeeding calendar year the amount payable will be
 - i). calculated on a fixed and pro rata basis for the remaining term of the financial year for the class of membership the person has been elected to as determined by the committee
 - ii). in the event of the subscription being payable monthly the first payment is payable on application for membership and additional amounts are payable on the 1st of each month of the rest of the financial year as determined by the committee.

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- (3). On or before the first day of May in each year the Committee shall publish the annual subscriptions and entrance fees it proposes to levy for the next financial year of the Club.

11. Members' Liabilities

- (1). The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 10.

12. Resolution of Disputes

- (1). A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2). If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3). The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of members

- (1). A complaint may be made to the committee by any person that a member of the Club:
- a). has refused or neglected to comply with a provision or provisions of this constitution, or
 - b). has wilfully acted in a manner prejudicial to the interests of the Club or
 - c). conduct which is unbecoming of a Member or
 - d). conduct which shall render the Member unfit for Membership
- (2). The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3). If the committee decides to deal with the complaint, the committee:
- a). must cause notice of the complaint to be served on the member concerned, and
 - b). must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c). must allow the member to appear before the committee for the purposes of answering the complaint
 - d). must take into consideration any written submissions made by the member in connection with the complaint.
- (4). The committee may, by resolution, expel the member from the Club or suspend the member for such period as it considers fit, from membership of the Club if, after considering the

complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances provided that:

- a). No motion to expel the member from the Club or suspend the member unless two-thirds majority of the Members of the Committee present in person vote for such motion by way of a secret ballot
- (5). If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written (including by email or other electronic means) notice to be given to the member of the action taken.
 - (6). Any decision of the Committee on such hearing shall be final and the Committee shall not be required to assign any reason for its decision.
 - (7). In the event that a notice of complaint is issued to a Member pursuant to sub-paragraph (a) of paragraph (3) of this Clause 13
 - a). the Committee shall have power to suspend that Member from all privileges of the Club until the complaint is heard and determined or
 - b). for five weeks whichever is the sooner.
 - c). such suspension shall be notified in writing to the Member concerned.
 - (8). The expulsion or suspension does not take effect:
 - a). until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b). if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 12, whichever is the later.

Part 3 - The Committee

14. Powers of the Committee

- (1). The Committee shall be responsible for the management of the business and affairs of the Club and may exercise its powers and do all such acts and things as the Club is by its 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 Associations Incorporations Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Committee which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Committee shall have power from time to time:
 - a). To delegate any of its powers to committees consisting of such Member or Members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee.
 - b). To make such By-Laws not inconsistent with the Constitution as in the opinion of the Committee are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the Members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Committee is specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management control and activities of the Club.
 - (iii) The conduct of Members.
 - (iv) The privileges to be enjoyed by each category of Members.

- (v) The use of the facilities of the Club (including the golf course) by any Member, group or class of Members and any section of the Club established pursuant to paragraph (1) of this Clause 40.
 - (vi) The relationship between Members and Club employees
 - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- c). To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - d). To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - e). To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or Its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - f). To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - g). To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time to vary or realise such investments.
 - h). From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Committee may think proper to confer on the holders.
 - i). To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises
- (2). To fix the maximum number of persons who may be admitted to each class of Membership of the Club in accordance with this Constitution.
 - (3). To set the entrance fees and annual or other subscriptions and fees payable by all Members.
 - (4). Any By-law made under this Constitution shall come into force and have the full authority of a By-law of the Club upon being posted on the Notice Board.

15. Composition and Membership of Committee

- (1). The committee is to consist of:
 - a). the office-bearers of the Club, and
 - b). at least 4 ordinary committee members
 - c). Men's and Ladies Captains
 - d). The total number of committee members is to be 10.
- (2). The office-bearers of the Club are as follows:
 - a). the president,
 - b). the vice-president,

- c). the treasurer,
 - d). the secretary.
- (3). A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (4). Definitions In this Clause: -
- a). *general meeting* means a meeting of the Members of the club at which Committee are to be elected.
 - b). *triennial rule* means the rule of the club that provides for the election of Committee in accordance with this Clause.
 - c). *year* means the period between successive general meetings.
- (5). First general meeting under triennial rule
- a). The Committee elected at the general meeting at which triennial rule applies shall be divided into three groups.
 - b). The groups:
 - (i) Shall be determined by drawing lots and
 - (ii) Shall be as nearly as practicable equal number, and
 - (iii) Shall be designated as group 1, group 2 and group 3
 - c). Unless otherwise disqualified, the Committee
 - (i) in group 1 shall hold office for 1 year, and
 - (ii) in group 2 shall hold office for 2 years, and
 - (iii) in group 3 shall hold office for 3 years.
- (6). Subsequent general meetings
- a). at each general meeting (other than the first such meeting) the number of the Members required to fill vacancies on the Committee shall be elected and shall, unless otherwise disqualified, hold office for three years under the Triennial rule., with the exception of Men's Captain and Ladies Captain who will be elected on an annual basis.
 - b). Re election - a person whose term of office as Committee expires under the triennial rule expires is not for that reason ineligible for election for another term.
- (7). No Member who is unfinancial or who is under suspension shall be elected to office as a Committee person or as a Member of any committee.
- (8). No Member under suspension shall be eligible to be elected to any office as a Committee person during the period of such suspension.

16. Election of Committee Members

- (1). Nominations of candidates for election as office-bearers of the Club or as ordinary committee members:
 - a). must be made in writing, signed by 2 two Life, or Full Members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination)), and
 - b). must be delivered to the secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - c). 6.00pm on the seventh clear day prior to the Annual General Meeting shall be the closing time for nominations.
- (2). Members eligible for election to the Committee may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this provision the order of seniority of offices shall be;
 - a). Firstly - President
 - b). Secondly - Vice President
 - c). Thirdly - Honorary Secretary
 - d). Fourthly - Honorary Treasurer
 - e). Fifthly - Four Committee Members
 - f). Sixthly - Men's Captain
 - g). Seventhly - Ladies Captain
- (3). The Secretary shall immediately after the close of nominations post the names of the candidates on the Club's Notice Board.
- (4). If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (5). If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (6). If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7). In the event of more than the required number of candidates being nominated for any position by the close of nominations an election by ballot shall be conducted at the Annual General Meeting in accordance with By-laws made pursuant to this Constitution.
- (8). The ballot shall be counted by two or more scrutineers appointed by the President or Chairman. A candidate for any position shall not be a scrutineer and in the event of an equality of votes in favour of two or more candidates the President or Chairman of the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies. Secret Ballot to take place.
- (9). The Committee may from time to time make such By-laws not inconsistent with this Constitution as they think necessary for the conduct of any election and all matters in connection therewith.
- (10). No Member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Committee of the Club;
- (11). Any breach of this Clause 16 shall be conduct prejudicial to the interests of the Club for the purposes of Clause 13. (1) (a)

17. Secretary

- (1). At any time there shall only be one Secretary of the Club who shall be elected at the AGM.
- (2). The Secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (3). It is the duty of the secretary to keep minutes of:

- a). all appointments of office-bearers and members of the committee, and
 - b). the names of members of the committee present at a committee meeting or a general meeting, and
 - c). all proceedings at committee meetings, sub-committee and general meetings.
- (4). Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5). It is the duty of the secretary to:
- a). conduct, keep and produce the correspondence in connection with the Club;
 - b). post on the Club Notice Board all notices requiring to be so posted either by this Constitution or any By-law or as directed by the President of the Board;
 - c). prepare and submit to the Main Committee for approval the Annual Report of the Club's affairs for presentation to the Annual General meeting;
 - d). apply within the times prescribed for such registration and renewals required by Statute or Regulations made thereunder as are necessary for the business and carrying on of the Club and shall comply with such rules and requirements of the States of South Australia and Victoria as affect the Club;
 - e). perform and carry out all the duties pertaining to the office of Secretary for the benefit of the Club and the well being of its Members.

18. Treasurer

- (1). It is the duty of the treasurer of the Club to ensure:
- a). that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
 - b). that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

19. Casual Vacancies

- (1). In the event of a casual vacancy occurring in the membership of the committee, the committee shall within three months appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2). A casual vacancy in the office of a member of the committee occurs if the member:
- a). dies, or
 - b). ceases to be a member of the Club, or
 - c). becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - d). resigns office by notice in writing given to the secretary, or
 - e). is removed from office under clause 19, or
 - f). becomes a mentally incapacitated person, or
 - g). is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - h). is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i). is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
 - j). Becomes an employee of the owners of the golf course proper.

20. Removal of Committee Members

- (1). Subject to the provisions of this Constitution the Members in General Meeting may by ordinary resolution of which special notice has been given
- a). remove any Member or Members of the Committee whomsoever or

- b). the whole of the Committee before the expiration of that Member or those Members' period of office and
 - c). may by ordinary resolution appoint another person or persons in that Member or those Members' stead providing that person or persons so appointed has the qualifications for office and complies with this Constitution.
 - d). Any person so appointed shall hold office during such time only as the Committee Member whose place the person is appointed would have held if the Committee Member had not been so removed.
- (2). If the Member or Members of the Committee to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the Secretary or President (not exceeding reasonable length) and requests that the representations be notified to the members of the Club the Secretary or President may:
- a). Send a copy of the representations to each member of the Club, or
 - b). If the representations are not so sent, the member or Members of the Committee is entitled to require that the representations be read out at the meeting at which the resolution is considered

21. Committee Meetings and Quorum

- (1). The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that;
- a). the Committee shall meet whenever it deems it necessary
 - b). but at least once in each calendar month for the transaction of business and
 - c). a record of all Members of the Committee present and of all resolutions and proceedings of the Committee shall be entered in a Minute Book provided for that purpose.
 - d). The President shall preside as Chairman at every Meeting of the Committee.
 - e). If the President is not present or is unwilling or unable to act then a Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act as Chairman then an ordinary Committee Member shall act as Chairman.
- (2). The quorum for meetings of the Committee shall be Four (4) Members personally present.
- (3). The President or the Vice President may at any time and the Secretary upon the request of not less than three Members of the Committee shall convene a meeting of the Committee.
- (4). Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (5). Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (6). Subject to this Constitution questions arising at any Committee meeting shall be decided by a majority of votes and a determination by a majority of the Members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (7). The continuing Members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee, the continuing Member or Members may act for the purpose of increasing the number of Members of the Committee to that number or of summoning a General Meeting of the Club, but for no other purpose.
- (8). All acts done by any meeting of the Committee or by any person acting as a Member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Committee or person acting as aforesaid, or

that the Members of the Committee 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 Committee.

- (9). A resolution in writing signed by all the Members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Members of the Committee.
- (10). No Committee member shall be disqualified by reason of his office from contracting with the Club either as Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Committee member shall be in any way interested be avoided nor shall any Committee member so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such Committee member holding that office or of the fiduciary relationship thereby established provided that in accordance with the provisions of Associations Incorporation Act the Committee member declares the nature of his interest at a meeting of the Committee of the Club and the Directors comply with Associations Incorporations Act. It shall be the duty of the Secretary to record a declaration pursuant to the Act in the Minutes of the Meeting.

22. Delegation by Committee to Sub-Committee

- (1). The committee may, by instrument in writing,
 - a). delegate any of its powers to committees consisting of such Member or Members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
 - (i) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee.
 - (ii) The Chairman/President elected pursuant to Clause 15 shall be ex officio a Member of all such committees.
 - (iii) A committee may meet and adjourn as it thinks proper.
 - (iv) Questions arising at any meeting of a committee shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman/President of the Committee shall have a second and casting vote.
 - (v) The meetings and proceedings of any committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Committee pursuant to this clause.
 - b). To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being Members of the Club) eligible for Membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for Membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - c). For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the States of South Australia and Victoria on such terms and conditions (not inconsistent with this Constitution or the Incorporations Association Act) as such controlling body may from time to time require and the Club will collect from the Members of such section and pay on behalf of the section all capitation fees to any such controlling body or as required by such body. Without limitation of this provision there shall be a section known as Broken Hill Lady Golfers, which shall be responsible for the conduct, management and control of all Ladies golf within the Club.

- d). The Committee may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Committee may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Committee which from time to time may remove and replace such persons or any of them.
- e). Subject to the general control and supervision of the Committee each such section shall manage its own affairs but shall make regular reports to the Committee (or otherwise as may be required from time to time by the Committee). The Minutes and records of the Section shall also be produced at the Club's office for inspection by or on behalf of the Committee within 14 days of written request by the Secretary to the Section or to an office holder of the Section.
- f). Subject as hereinafter provided the constitutions and rules or by- laws of each such section may be amended from time to time by a majority of the Members for the time being of such section at a general meeting of such Members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of Members of the section shall have effect unless and until it shall have been approved by resolution of the Committee.
- g). Any disciplinary action by the section in respect of any Member of such section shall at once be reported to the Committee together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Committee.

23. Golf Committee

- (1). In each year nominations for the Golf Committee shall be voted upon at the Annual General Meeting after the golf committee has stood down. The Members of the Golf Committee shall only be Full Members.
- (2). The Golf Committee shall take no part in the management of the Club with the exception of the elected Captain who will become a Committee member and shall function as a Sub Committee of the Club Committee and be subject to the directions of that Committee.
 - a). Subject to the directions of the Club Committee the Golf Committee shall have the following powers:
 - (i) Conduct Golf Members competitions
 - (ii) Act as a Match Committee to give rulings upon the Rules of Golf and make Local Rules.
 - (iii) Make regulations for and supervise the use of the Golf course
 - (iv) Determine the playing rights of Provisional Members
 - (v) Suggest regulations to the Main Committee as to dress and equipment applicable to the golf course
 - (vi) Report to the Committee on matters concerning the golf course, which ought to be brought to the notice of the Committee
 - (vii) Submit such reports to the Main Committee as is required by the Main Committee.
 - (viii) Such other powers and functions as the Main Committee may delegate to it
- (3). The Golf Committee shall consist of:
 - a). The President of the Club shall be the President of the Golf Committee
 - b). Captain, Vice Captain and six other golf Members.
 - (i) At any Annual Meeting of Golf Members at which the Golf Committee is to be elected the meeting may be by ordinary resolution which is passed by a majority of not less than three quarters of such Members who being entitled to do so vote in person at such meeting reduce the number of ordinary committee persons to a number less than six.
- (4). The first Golf Committee shall be those persons so elected at the 2018 Annual General meeting of the Broken Hill Golf and Country Club Ltd. Thereafter the Golf Committee shall be elected in accordance with this Constitution.
 - a). The election of the Golf Committee shall take place after the election of the Main Committee (unless the Main Committee otherwise determines) at a meeting which shall be called the Annual Meeting.

- b). The Golf Committee shall have the power at any time and from time to time to appoint any person to the Golf Committee, either to fill a casual vacancy or as an additional Member of the Golf Committee as per Clause 19 (1) of this constitution.
 - c). The position of a Member of the Golf Committee shall be vacant as per Clause 19 (2) of this constitution
- (5). The Golf Committee shall conduct itself in accordance with the provisions governing the proceedings and conduct of the Main Committee.
 - (6). The Golf Committee shall cause minutes to be made of the names of Members of the Golf Committee present at all meetings and of all proceedings at all meetings of the Golf Committee. Such minutes shall be signed by the Chairman of the next meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

24. Ladies Golf Committee

- (1). The Ladies Golf Committee shall take no part in the management of the Club with the exception of the elected Captain who will become a Main Committee member and shall function as a Sub Committee of the Club Committee and be subject to the directions of that Committee.
- (2). Ladies who are Life or Full members shall have the power to elect a Committee which shall comprise of:
 - a). The President of the Club shall be the President of the Ladies Golf Committee
 - b). Captain, Vice-Captain, Secretary/Treasurer, Handicapper and
 - c). Four (4) golf members or such number as shall be determined from time to time at any Annual Meeting of ladies who are Full members.
 - d). The first Ladies Golf Committee shall be those persons so elected at the 2018 Annual Meeting of the Ladies of the Broken Hill Golf and Country Club.
- (3). In each year a Committee of Ladies shall be elected in the manner prescribed for election of the Golf Committee provided that such committee shall be elected from ladies who are life and full members.
- (4). An Annual Meeting of Ladies who are life and full members shall take place
 - a). as near to possible to the Annual Meeting Main Committee
 - b). at a time and date appointed by the committee.
 - c). Fourteen days prior notice of such meeting shall be placed on the Club Notice Board.
- (5). The Ladies Golf Committee shall conduct itself in accordance with the provisions governing the proceedings and conduct of the Main Committee.
- (6). The Golf Committee shall cause minutes to be made of the names of Members of the Golf Committee present at all meetings and of all proceedings at all meetings of the Golf Committee. Such minutes shall be signed by the Chairman of the next meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

25. Voting and Decisions

- (1). Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2). Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3). Subject to clause 21 (2), the committee may act despite any vacancy on the committee.
- (4). Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

26. Annual General Meetings

- (1). A General Meeting called the Annual General Meeting shall be held
 - a). once at least in every calendar year at such time and place as may be determined by the Committee but
 - b). within six (6) months of the close of the financial year.
 - c). within such later time as may be allowed or prescribed under Section 37 (2) (b) of the Act.
- (2). All meetings other than Annual General Meetings shall be called General Meetings.

27. Business at Annual General Meetings

- (1). The annual general meeting of the Club is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2). In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a). to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b). to receive from the committee reports on the activities of the Club during the last preceding financial year,
 - c). to elect office-bearers of the Club and ordinary committee members,
 - d). to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3). An annual general meeting must be specified as that type of meeting in the notice convening it.

28. Special General Meetings

- (1). The Committee may whenever it thinks fit convene a Special General Meeting and
- (2). The committee must, on the requisition in writing of not less than twenty (20) or five percent of the Life and Full Members (whichever is the lesser) forthwith proceed to convene a Special General Meeting of the Club
- (3). In the case of such requisition the following provisions shall have effect:
 - a). The meeting shall to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition
 - b). must state the purpose or purposes of the meeting, and
 - c). must be signed by each of the members making the requisition, and
 - d). must be lodged with the secretary, or deposited at the registered office of the Club and
 - e). may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4). If the Committee does not call within two (2) months of the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
- (5). In the case of a meeting at which the resolution is to be proposed as a Special Resolution the Committee shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
- (6). Any meeting convened under this provision by the requisitionists shall be convened in the

same manner as nearly as possible as that in which meetings are convened by the Committee.

- (7). Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (8). For the purposes of Sub-clause (3);
 - a). A requisition may be in electronic form, and
 - b). A signature may be transmitted, and a requisition may be lodged, by electronic means

29. Notice of General Meetings

- (1). Subject to the provisions of the Act relating to special resolutions fourteen (14) days' notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all Members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court on application of the Member concerned, a Member entitled to attend the meeting, declares proceedings at the meeting invalid.
- (2). If the nature of business proposed to be dealt with requires a special resolution of the Club twenty-one (21) days' notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all Members entitled to attend and vote at General Meetings of the Club.
- (3). No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27 (2).
- (4). A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Quorum for General Meetings

- (1). No business shall be transacted at any General Meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business.
- (2). A quorum at all General Meetings and at all Annual General Meetings shall
 - a). not be less than twenty five (25) Life and Full Members, or
 - b). when total number of Life & Full Members is less than one hundred and fifty (150) members, not be less than 10% Life and Full Members.
 - c). Ladies Golf Committee Annual General meeting 50% of members eligible to attend under Clause 24 (2)
- (3). If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting:
 - a). if convened upon the requisition of Members shall be dissolved.
 - b). In any other case it shall stand adjourned to the same day in the next week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) place or to such other day time and place as the Committee may determine but such period shall not exceed 21 days.
- (4). If at such adjourned meeting a quorum is not present the Members who are present (being at least 3) and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

31. Presiding member

- (1). The president or, in the president's absence, the vice-president, or in the case of the golf committees, the captain, is to preside as chairperson at each general meeting of the Club
- (2). If the president and the vice-president or captain are
 - a). Not present within fifteen minutes of the time appointed for the holding of such meeting or
 - b). absent or unwilling to act,
 - c). the members present must elect one of their number to preside as chairperson at the meeting.

32. Adjournment

- (1). The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2). If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3). Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of Decisions

- (1). A question arising at a general meeting of the Club is to be determined by either:
 - a). a show of hands, or
 - b). if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2). If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3). If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (4). A special resolution may only be passed by the Club in accordance with section 39 of the Act.

34. Voting

- (1). On any question arising at a general meeting of the Club a member has one vote only.
- (2). In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3). A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4). A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.
- (5). Only Foundation members are entitled to vote where the items under discussion affect their entitlements under the Deed of release and variation of Lease
- (6). Proxy voting must not be undertaken at or in respect of a general meeting.
- (7). The Club may hold a postal ballot to determine any issue or proposal
- (8). A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 Miscellaneous

35. Insurance and Indemnity of Officers

- (1). The Club may effect and maintain insurance.
- (2). Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
 - (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
 - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.
 - (iii) Every person who is an officer (as defined in Section 241 of the Corporations Law) of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or a related body corporate) as such officer unless the liability arises out of conduct involving a lack of good faith.
 - (iv) The Club may pay a premium for a contract insuring a person who is or has been an officer of the Club against a liability.
 - (v) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the and
 - (vi) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

36. Funds

- (1). The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, any other sources that the committee determines.
- (2). All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3). The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4). The Main Committee shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Clubs Incorporation Act.
- (5). The Main Committee shall,
 - a). not less than fourteen (14) days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the statements required under the Act, a copy of the Main Committees' report required under the Act and a copy of the auditors' report or reports as required by the Act, to all Members of the Club entitled to vote and/or attend the Annual General Meeting.
 - b). The Main Committee's report referred to in paragraph (a) of this Clause 36 shall include particulars of the number of Members registered in the Register of Members at the end of the financial year to which the report relates.
- (6). Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the committee determines.
- (7). All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (8). Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Main Committee.

37. Club is Not For Profit

- (1). Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

38. *Distribution of Property on Winding up of Club*

- (1). Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2). In this clause, a reference to the surplus property of an Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.
- (3). Apply Section 65 of the Act provides for distribution of surplus property on the winding up of the Club.

39. *Seal of The Club*

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

40. *Change of Name, Objects and Constitution*

- (1). An application for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.
- (2). Only Full and Life Members shall be eligible to vote on any Special resolution including a special resolution to change this constitution.

41. *Custody of Books etc*

- (1). Except as otherwise provided by this constitution, all records, books and other documents relating to the Club must be kept in New South Wales:
 - a). at the main premises of the Club, in the custody of the public officer or a member of the Club (as the committee determines), or
 - b). if the Club has no premises, at the Club's official address, in the custody of the public officer.

42. *Inspection of Books etc*

- (1). The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
 - a). records, books and other financial documents of the Club,
 - b). this constitution,
 - c). minutes of all committee meetings and general meetings of the Club.
- (2). A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3). Despite subclauses (1) and (2), the committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

43. *Financial Year*

- (1). The financial year of the Club is:
 - a). the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
 - b). each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

44. Service of Notices

- (1). For the purpose of this constitution, a notice may be served on or given to a person:
 - a). by delivering it to the person personally, or
 - b). by sending it by pre-paid post to the address of the person, or
 - c). by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2). For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - c). in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - d). in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - e). in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



1. Appendix 1 Application for Membership of Club

**BROKEN HILL GOLF & COUNTRY CLUB trading as
GOLF BROKEN HILL**

bhillgolfclub@bigpond.com

P O Box 677 BROKEN HILL NSW 2880

I wish to join Golf Broken Hill for current membership year ending June 30 and hereby apply to be admitted as a member thereof, and agree to be subject to the Rules and Regulations of the Club. The Committee reserve the right to refuse any application for membership in their absolute discretion without giving any reason(s).

Signature.....Date..... Type.....

Please note all fields are important and will ensure we are able to better assess the make-up of our membership and effectively target your needs. The 'date of birth' is a requirement for all Members. A copy of the Club's privacy policy is available on request from the office.

PLEASE PRINT CLEARLY

3 month

6 month

current year until 30th June

(Mr / Mrs / Ms / Miss / Mast / Dr / Other).....

First Name..... Known As

Surname Middle Initial

Home Address

Suburb Post Code

Postal Address (if different)

Suburb Post Code

Telephone: Home Business

Fax Mobile

E-Mail

Occupation.....

Left/Right Handed..... Date of Birth...../...../.....

Previous Golf Club Previous Handicap

Previous Golfink Number Will we be your Home Club

Proposed..... Seconded.....

Emergency Family Contact Information:

Name (Print First and Surname)

Relationship (i.e. Wife, Son, Friend)

Phone Number (for emergency contact)

OFFICE USE ONLY

Posted to Slice

Membership Number Issued:-

Receipt Number: Date of Meeting Approved:.....

Date Received: Date letter/account Sent: