

# **Constitution**

## **Wollongong Golf Club Limited**

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## 1. Objects and powers

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### 1.1 Objects of the club

The objects of the *club* are set out in schedule 1.

### 1.2 Powers of the club

The *club* has the capacity and all of the powers of a natural person.

## 2. Replaceable rules

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The provisions of the *Corporations Act* that apply to certain companies as replaceable rules are displaced by this constitution in their entirety and do not apply to the *club*.

## 3. Property and income of the club

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### 3.1 Application of income and property

The income and property of the *club*:

- 3.1.1 must be applied solely towards the promotion of the objects of the *club* set out in this constitution; and
- 3.1.2 must not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the *members*.

### 3.2 Benefits and advantages

Except to the extent permitted by the *Registered Clubs Act*:

- 3.2.1 a *member*, whether or not they are a member of the *board* or any committee of the *club* shall not be entitled 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*; and
- 3.2.2 only the *club* and its *members* are entitled under this constitution or otherwise to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the *premises* unless the profit, benefit or advantage is in the form of:
  - (a) reasonable and proper interest paid to a lender on any loan made to the *club* that is secured against the *premises* of the *club*; or
  - (b) reasonable and proper rent or occupation fees paid to the owner of *premises* of the *club*,being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the *club* in the ordinary course of its lawful business.

### **3.3 Payments to directors**

Subject to clause 3.4, a *director* must not:

- 3.3.1 hold or be appointed or elected to an office of the *club* paid by salary or wages or a similar basis of remuneration; or
- 3.3.2 receive from the *club* remuneration or other benefit in money.

### **3.4 Exceptions**

Nothing in this constitution shall prevent the payment:

- 3.4.1 or provision of a benefit or advantage pursuant to a contract (including a contract of employment) or agreement with the *club* and the deriving of or entitlement to the payment, benefit or advantage is, in the opinion of the *Authority*, reasonable in the circumstances of the case;
- 3.4.2 of a sum of money to a *member* in respect of their services as a *director* or member of any committee of the *club* and that payment has been approved by a resolution passed at a *general meeting* at which persons entitled to vote are the same as persons entitled to vote on the annual election of the *board*;
- 3.4.3 or provision or a benefit or advantage consists only of the payment of out of pocket expenses that are of a kind authorised by a current resolution of the *board* and are reasonably incurred by a *member* or by the *secretary* or any *employee*, in the course of carrying out their duties in relation to the *club*.

## **4. Membership**

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### **4.1 Categories of members**

The membership of the *club* shall be divided into the following categories:

- 4.1.1 *ordinary member*;
- 4.1.2 *provisional member*;
- 4.1.3 *temporary member*; and
- 4.1.4 *life member*.

## 5. Ordinary members

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### 5.1 Categories of ordinary member

An *ordinary member* shall be either a:

- 5.1.1 *full playing member*;
- 5.1.2 *other golfing member*;
- 5.1.3 *junior member*;
- 5.1.4 *social member*; or
- 5.1.5 *City Diggers social member*.

### 5.2 Full playing member

5.2.1 A *full playing member* is a natural person aged 18 years or more who has been:

- (a) elected to membership of the *club* under clause 5.7; or
- (b) by resolution of the *board*, transferred from another class of ordinary membership of the *club* to become a *full playing member*.

5.2.2 A *full playing member* is entitled to:

- (a) attend and vote at *general meetings* of the *club*;
- (b) nominate for and be elected to hold office on the *board*;
- (c) propose, or nominate any eligible *member* for any office of the *club*;
- (d) propose or nominate any eligible *member* for life membership;
- (e) introduce *guests* to the *club*; and
- (f) other rights as set out in the *by-laws* of the *club* from time to time.

### 5.3 Other golfing member

5.3.1 An *other golfing member* is a natural person aged 18 years or more who has been elected to membership of the *club* under clause 5.7

5.3.2 The categories of *other golfing members* will be determined from time to time by the board and will be set out in the *by-laws* of the *Club*.

5.3.3 An *other golfing member* is entitled to:

- (a) vote at *general meetings* of the *club* only as permitted by clause 22.5.2;
- (b) introduce *guests* to the *club*; and
- (c) all other rights applicable to the designated category of membership as set out in the *by-laws* of the *club* from time to time.

5.3.4 An *other golfing member* is not entitled to:

- (a) vote at *general meetings* of the *club*, except as permitted by clause 22.5.2;
- (b) nominate for and be elected to hold office on the *board*;
- (c) propose or nominate any eligible *member* for any office of the *club*; or
- (d) propose or nominate any eligible *member* for life membership.

## 5.4 Junior member

5.4.1 A *junior member* is a natural *person* under the age of 18 years who has been elected to membership of the *club* under clause 5.7.

5.4.2 A *junior member* is entitled to all of the rights as set out from time to time in the *by-laws* of the *club*

5.4.3 A *junior member* is not entitled to:

- (a) attend and vote at *general meetings* of the *club*;
- (b) nominate for and be elected to hold office on the *board*;
- (c) propose, or nominate any eligible *member* for any office of the *club*;
- (d) propose or nominate any eligible *member* for life membership;
- (e) introduce *guests* to the *club*.

## 5.5 Social member

5.5.1 A *social member* is a natural person aged 18 years or over who has been elected to membership of the *club* under clause 5.7.

5.5.2 *Social members* are entitled to:

- (a) vote at *general meetings* of the *club* only as permitted by clause 22.5.2;
- (b) introduce *guests* to the *club*; and
- (c) the other rights as set out in the *by-laws* of the *club* from time to time.

## 5.6 City Diggers social member

5.6.1 A *City Diggers social member* is a natural person who:

- (a) was an 'RSL Member' or 'Associate Member' of *City Diggers* under the terms of the Constitution of *City Diggers* as at the *effective date*;  
or
- (b) who has been elected to membership of the *club* under clause 5.7.

5.6.2 *City Diggers social members* are:

- (a) entitled to the same rights as a *social member*;
- (b) subject to the same restrictions as a *social member*, except that they are:
  - (i) entitled to nominate for and be elected to hold office on the *board* as a *City Diggers director*; and
  - (ii) entitled to propose or nominate any eligible person for office on the *board* as a *City Diggers director*.

**5.7 Procedure for election of ordinary members**

The procedure for the election of an applicant for ordinary membership is as follows:

- 5.7.1 every application to be an *ordinary member* must be in writing in the form and contain such particulars as prescribed by the *board*;
- 5.7.2 the application must be accompanied by the amount of any applicable *application fee* and *membership fee*;
- 5.7.3 the name and address of every applicant must be displayed in a conspicuous place on the *premises* for at least 1 week (or such greater period prescribed by the *Registered Clubs Act*) prior to the date of the meeting of the *board* at which the application will be considered;
- 5.7.4 an interval of at least 2 weeks must elapse between the date of application and the date of their election;
- 5.7.5 the election of *ordinary members* must be by the *board* at a meeting to be convened and the *secretary* must keep a record of the names of the members of the *board* present and voting at the meeting and the names of the *ordinary members* elected;
- 5.7.6 the *board* may reject any application for ordinary membership without providing any reason for rejection. The *secretary* must promptly return to rejected applicants the amount of the *application fee* (if any) and *membership fee* lodged with the application;
- 5.7.7 the *secretary* must promptly give notice to each elected *ordinary member* of their election;
- 5.7.8 any *application fee* and *membership fee* not already paid by the applicant must be paid by the applicant within 1 *month* of notice of election of membership being given and if either fee is not paid by this time, the *board* may cancel such membership; and
- 5.7.9 every person who has been elected pursuant to this clause 5.7 shall become an *ordinary member* in the relevant category and will be bound by this constitution and the rules and *by-laws* of the *club* in force from time to time.

## **5.8 Transfer of membership**

- 5.8.1 The *board* may, on written application of an *ordinary member*, transfer that *member* from any category of ordinary membership to another category of ordinary membership to which that *member* is entitled to be elected.
- 5.8.2 An *ordinary member* so transferred is not entitled to receive a refund or reduction of any *application fee* or *membership fee* paid for the then *financial year* but can be required to pay the difference between the *application fee* or *membership fee* or both applicable to the existing category and the new category of membership.

## **5.9 Criteria for membership to be met**

- 5.9.1 An *ordinary member* will immediately cease to be a *member* upon them ceasing to meet the stated criteria for the relevant category of membership in which they are a *member*.

# **6. Provisional members**

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## **6.1 Definition**

A *provisional member* is a person who has:

- 6.1.1 completed and submitted an application form for ordinary membership of the *club* in accordance with this constitution; and
- 6.1.2 paid to the *club* any *application fee* and *membership fee*,

and is awaiting a decision of the *board* on the application.

## **6.2 Rights of provisional members**

*Provisional members* have all of the rights of the applicable category of *ordinary member*, except in the case of an application for election as a *full playing member* they are not entitled to:

- 6.2.1 attend or vote at any meeting of the *club*;
- 6.2.2 nominate for or be elected to the *board* or any office of the *club*; or
- 6.2.3 vote in the election of the *board*;
- 6.2.4 propose or nominate any eligible *member* for any office of the *club*; or
- 6.2.5 propose or nominate any eligible *member* for life membership.

## **6.3 Provisional membership receipt**

A *provisional member* may be issued with a provisional membership receipt or card (*'provisional membership receipt'*) containing:

- 6.3.1 details of the *provisional member's* name;
- 6.3.2 details of the date on which provisional membership commences and terminates;
- 6.3.3 the signature of a nominee of the *board*; and



6.3.4 such other particulars as the *board* may prescribe from time to time.

#### **6.4 Production of provisional membership receipt**

6.4.1 A *provisional member* will be required to produce their *provisional membership receipt* at any time if requested to do so by an *officer* or *employee* of the *club*.

6.4.2 If a *provisional member* is unable to produce their *provisional membership receipt*, they must leave the *club* immediately on request by an *officer* or *employee* of the *club*.

#### **6.5 Termination of provisional membership**

Provisional Membership:

6.5.1 may be terminated at the discretion of the *board* at any time, without giving reasons; and

6.5.2 will terminate on the earlier of:

- (a) the decision of the *board* in respect of the *provisional member's* application for ordinary membership; or
- (b) 6 weeks from the date of commencement of the provisional membership.

### **7. Temporary members**

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#### **7.1 Definition**

A natural person is eligible to be a *temporary member* if:

7.1.1 their ordinary place of residence is outside of New South Wales;

7.1.2 their ordinary place of residence is in New South Wales and is outside a radius of 5 kilometres from the *premises* of the *club*;

7.1.3 their ordinary place of residence is in New South Wales and is not outside a radius of 5 kilometres from the *premises* of the *club*, but they are a member of another club which is registered under the *Registered Clubs Act* and which has objects similar to those of the *club*; or

7.1.4 a *full member* of any registered club who, at the invitation of the *board*, attends on any day at the *premises* for the purpose of participating in an organised sport or competition to be conducted by the *club* on that day from the time on that day when they so attend the *club* until the end of that day.

#### **7.2 Register of temporary members**

The *club* must keep a register of *temporary members* in accordance with the *Registered Clubs Act*.

#### **7.3 Rights of temporary members**

*Temporary members*:

7.3.1 are not required to pay an *application fee* or *membership fee*;

7.3.2 are not entitled to any of the rights set out at clause 5.2.2(a) to 5.2.2(e);

7.3.3 are entitled to introduce minors as *guests* into the *club* in accordance with clause 10; and

7.3.4 are entitled to the rights as set out in the *by-laws* of the *club* from time to time.

#### **7.4 Temporary membership card**

A *temporary member* may be issued with a temporary membership card (*temporary membership card*) containing:

7.4.1 details of the *temporary member's* name;

7.4.2 details of the date on which temporary membership commences and terminates; and

7.4.3 such other details as prescribed by the *board* from time to time.

#### **7.5 Production of temporary membership card**

7.5.1 A *temporary member* will be required to produce their *temporary membership card* at any time if requested to do so by an *officer* or *employee* of the *club*.

7.5.2 If a *temporary member* is unable to produce their *temporary membership card*, they must leave the *club* immediately on request by an *officer* or *employee* of the *club*.

#### **7.6 Termination of temporary membership**

7.6.1 The *secretary* or a senior *employee* of the *club* who is on duty may terminate the membership of any *temporary member* at any time without notice and without having to provide any reason.

7.6.2 Except as provided by this clause 7, the membership of a *temporary member* will automatically lapse 7 days after they are admitted as a *temporary member*, or such longer period as may be approved from time to time by the *board* and the *Authority*.

## **8. Life Members**

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### **8.1 Categories**

A *life member* will be either a:

8.1.1 golfing *life member*; or

8.1.2 *City Diggers life member*.

### **8.2 Golfing Life Member**

8.2.1 A *golfing life member* is a *full playing member* who has:

(a) been an *ordinary member* for at least 5 years (whether or not consecutive);

(b) rendered exceptional service to the *club*; and

(c) been elected to life membership in accordance with clause 8.4.

#### 8.2.2 A *golfing life member*:

- (a) subject to this constitution will be a *golfing life member* for the life of the *member*;
- (b) has all of the rights which a *full playing member* has under this constitution; and
- (c) is not required to pay any *application fee*, *membership fee* or other payment for life membership.

### 8.3 City Diggers life member

A *City Diggers life member* is a person who was a life member of *City Diggers* under the terms of the constitution of *City Diggers* at the *effective date*.

#### 8.3.1 A *City Diggers life member* subject to this constitution will be a *City Diggers life member* for the life of the *member* and has the right to:

- (a) attend and vote at *general meetings* of the *club*;
- (b) introduce *guests* to the *club*;
- (c) the rights as set out in the *by-laws* of the *club* from time to time; and
- (d) will only be required to pay to the *club* the minimum annual subscription prescribed by the *Registered Clubs Act*.

### 8.4 Procedure for election of a *golfing life member*

The procedure for the election of a *golfing life member* is as follows:

- 8.4.1 candidates for *life membership* must be nominated in writing by not less than 2 *full playing members* or *life members*;
- 8.4.2 a nomination for *life membership* must be in writing in such form as the *board* may require from time to time and submitted to the *secretary* at least 28 days before the *general meeting* at which it is to be considered; and
- 8.4.3 the *secretary* must promptly submit the nomination to the *ordinary members* for approval at the next *general meeting*; and
- 8.4.4 the *ordinary members* will vote on the election by secret ballot, with the membership being approved if more than 75% of the *ordinary members* present at the meeting and eligible to vote, vote in favour of the election.

## 9. Application fees, membership fees and levies

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### 9.1 Membership fee to be determined by the board

*Application fees, membership fees* and other payments payable by *members* shall be as the *board* may from time to time prescribe, provided that the annual *membership fee* shall not be less than the minimum subscription provided from time to time by the *Registered Clubs Act*.

### 9.2 Payment of annual membership fees

9.2.1 Unless otherwise determined by the *board* from time to time, all annual *membership fees* will be due and payable annually in advance on the first of June each year, or more than 1 year in advance where permitted by the *board*.

9.2.2 Unless otherwise determined by the *board* from time to time, if any fee remains unpaid for 30 *days* after it is due the defaulting *member* will cease to be a *member* and their name will be removed from the *register*.

### 9.3 Suspension of liability for application fees

The *board*:

9.3.1 may at any time suspend the payment of an *application fee* or *membership fee* either generally or in an individual case; and

9.3.2 have the discretionary power to fix, determine or waive the *application fee* or *membership fee* payable by any person.

### 9.4 Reduction of membership fee

A *full playing member* or an *other golfing member* who has attained 50 years continuous membership in either of these categories of membership may on application to the *board*, have their *membership fee* reduced to not less than the minimum allowed by the *Registered Clubs Act*.

### 9.5 Re-application for membership

Any person who has been removed from membership of the *club* pursuant to clause 11 may re-apply for membership in accordance with this constitution.

## 10. Guests of members

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### 10.1 Introduction of guests

10.1.1 All *members* except *junior members* may introduce *guests* to the *club*, but a *temporary member* may only introduce a *guest* to the extent permitted by the *Registered Clubs Act*.

10.1.2 *Members* shall be responsible for the conduct of any *guests* they may introduce to the *club*.

10.1.3 Unless the *guest* is a minor, on each *day* that a *member* first brings a *guest* into the *club* that *member* must:

- (a) enter in the register of *guests* the full name and address of the *guest*; and
- (b) countersign the entry in the register of *guests*.

## 10.2 Restriction on guests

*Members* must not:

- 10.2.1 introduce *guests* more frequently or in greater numbers than as provided in the *by-laws*; or
- 10.2.2 Introduce any person as a *guest* who:
  - (a) is suspended from the *club*;
  - (b) has been expelled or suspended from the *club* pursuant to clause 12: or
  - (c) has been refused admission to or turned out of the *club* pursuant to this constitution.

## 11. Resignation and cessation of membership

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### 11.1 Written notice of resignation

A *member* may at any time by giving notice in writing to the *secretary* resign from their membership of the *club* by giving written notice, and the resignation will take effect 1 month from the date on which the notice is received by the *secretary*.

### 11.2 Liability for membership fees

Any *member* who has resigned pursuant to this clause 11 will not be entitled to any refund of any *membership fees* unless the *board* considers that there are circumstances warranting the payment of the unexpired portion of the *member's membership fees* from the date of resignation.

## 12. Membership disciplinary proceedings

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### 12.1 Power to reprimand, suspend or expel

Subject to this clause 12, the *board* may reprimand, suspend, expel or accept the resignation of any *member*, if that *member*, in the reasonable opinion of the *board*:

- 12.1.1 has refused or neglected to comply with any of the provisions of this constitution or *by-laws*; or
- 12.1.2 is guilty of any conduct prejudicial to the interests of the *club*, which is unbecoming of a *member* or renders the *member* unfit for membership.

### 12.2 Delegated authority

12.2.1 Without limiting anything else in this constitution:

- (a) the *board* may in its absolute discretion delegate its powers and functions under this clause 12 to a committee or the *secretary*; and

- (b) a reference in this clause 12 to the '*board*' is a reference to that committee or the *secretary* where there has been such a delegation.

### **12.3 Notification of conduct**

The *secretary* must give 7 *business days* written notice to a *member* of:

- 12.3.1 any charge against the *member* pursuant to clause 12.1;
- 12.3.2 the substance and circumstances of the charge (including the date and approximate time of the conduct the subject of the charge);
- 12.3.3 the date, time and place of the hearing of the charge,

and the hearing must take place within 1 *month* of the date of the alleged offence or the date on which the charge is laid, whichever is the latest.

### **12.4 Right of appearance at conduct meeting**

The *member* charged will be entitled:

- 12.4.1 to obtain a copy of any written charge made against them;
- 12.4.2 to attend the hearing and make oral submissions for the purpose of answering the charge; and
- 12.4.3 to submit to the meeting written representations for the purpose of answering the charge,

and the *board* must make a decision based on any written, visual or oral evidence put before it.

### **12.5 Suspension pending conduct meeting**

If a notice of charge is issued to a *member* pursuant to clause 12.3, the *board* or *secretary* may suspend that *member* from all rights and privileges as a *member* of the *club*:

- 12.5.1 until the charge is heard and determined; or
- 12.5.2 for such period of time as determined by the *board* or *secretary*,

whichever is the earlier, and the *secretary* must promptly notify the *member* of the suspension.

### **12.6 Failure by member to appear at conduct meeting**

If the *member* fails to attend the conduct meeting,

- 12.6.1 the charge may be heard and dealt with by the *board*; and
- 12.6.2 the *board* may make a decision based on the evidence before it, having regard to any representations which may have been made to it in writing by the *member* charged.

### **12.7 Procedure for determination by the board**

After the *board* has considered the written, visual or oral evidence (as the case may be)

put before it, the *board* must come to a decision as to whether the *member* is guilty or not of the charge and:

- 12.7.1 if the *member* charged is at the meeting, the *board* must inform the *member* whether or not they have been found guilty of the charge;
- 12.7.2 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; and
- 12.7.3 if the *member* charged has been found guilty and is not at the meeting, the *board* may determine an appropriate penalty for the charge in the absence of the *member*, and the *secretary* must promptly inform the *member* in writing of the decision.

## **12.8 Decision of the board**

- 12.8.1 A decision made by the *board* will be final and the *board* shall not be required to give any reason for its decision.

## **12.9 Effect of suspension**

If a *member* is suspended pursuant to this clause, then during the period of such suspension they will not be entitled to:

- 12.9.1 attend at the *premises* for any purpose without the permission of the *board*;
- 12.9.2 participate in any of the social or sporting activities of the *club*;
- 12.9.3 attend or vote at any meeting of the *club*;
- 12.9.4 vote in the election of the *board*;
- 12.9.5 nominate, be elected or appointed to or hold a position on the *board*;
- 12.9.6 propose or nominate any eligible *member* for any office of the *club*; or
- 12.9.7 propose or nominate any eligible *member* for life membership.

## **13. Application of property on dissolution**

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### **13.1 Member's liability**

The liability of the *members* is limited as set out in this clause 13.

### **13.2 Member's guarantee**

Each *member* undertakes to contribute an amount not exceeding \$5 if the *club* is wound up:

- 13.2.1 while they are a *member*; or
- 13.2.2 within one year of the date that they cease to be a *member*.

### **13.3 Application of contribution**

The contribution referred to in clause 13 shall be for the:

13.3.1 payment of the debts and liabilities of the *club* contracted before the *member* ceased to be a *member*; and

13.3.2 costs, charges and expenses of winding up.

### **13.4 Surplus on winding up**

If the *club* is wound up or dissolved and after the satisfaction of all the *club's* debts and liabilities, any property of the *club* remains, that property shall:

13.4.1 not be transferred, paid to or distributed among the *members*; and

13.4.2 be given or transferred to an organisation or organisations 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*.

### **13.5 Transfer to organisations**

The organisation or organisations referred to in clause 13.4.2 shall be determined by:

13.5.1 the *full playing members* and *life members* in *general meeting* (by ordinary resolution) at or before the time of winding up or dissolution; or

13.5.2 the Supreme Court of New South Wales after the time of winding up or dissolution.

## **14. Board of directors**

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### **14.1 Composition of the board**

Subject to this clause 14, the *board* shall consist of 9 *directors* of whom 7 must be *full playing members* or *life members* and 2 must be *City Diggers social members* or *City Diggers life members*.

### **14.2 President and other office holders**

14.2.1 Subject to clause 14.3, the *ordinary members* (excluding *junior members*) will elect to the *board*:

(a) 4 *directors* to the offices of *president*, *vice president*, treasurer and the captain; and

(b) up to 5 ordinary *directors*.

### **14.3 Eligibility criteria**

14.3.1 Subject to clause 14.1, any *full playing member* or *life member* is entitled to stand for and be elected or appointed to the *board* provided that they are not:

(a) an *employee* of the *club*; or

(b) currently under suspension pursuant to clause 12.



- 14.3.2 *Directors* must hold and maintain a minimum level of training and experience in management, corporate governance and finance which shall be set by the *board* in accordance with legislative requirements and the recommendations of ClubsNSW.

#### 14.4 Term of office

The *triennial rule* applies so that each *director*, unless otherwise disqualified or removed from office, is to hold office until the conclusion of the third *AGM* following the date of the *director's* election, but is eligible for re-election.

#### 14.5 Casual vacancies

Subject to clause 14.1, if a casual vacancy occurs on the *board*:

- 14.5.1 the *board* may appoint a *full playing member* or *golfing life member* to fill the vacancy except in respect of a *City Diggers director* in which case the vacancy is to be filled by a *City Diggers social member* or *City Diggers life member* unless there are no nominations, in which case the vacancy can be filled by any *full playing member* or *golfing life member* of the *club*; and
- 14.5.2 a person who fills a casual vacancy shall, unless otherwise disqualified, hold office until the next *AGM*;
- 14.5.3 the vacancy caused at an *AGM* by that person ceasing to hold office shall be filled by election at the *AGM* 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 *AGM*; and
- 14.5.4 a casual vacancy in the office of *president* shall be filled by the *vice president* and a casual vacancy in the office of the *vice president* shall be filled by a *director* elected by the *board* by simple majority.

#### 14.6 Re-election

A person whose term of office as a *director* of the *board* under the *triennial rule* expires is not for that reason ineligible for election for a further term.

### 15. Election of the board

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#### 15.1 Procedure

- 15.1.1 Nominations of candidates for election as *directors* must be:
- (a) in the case of *City Diggers directors* made in writing, signed by 2 *City Diggers members*;
- (b) in the case of all other directors made in writing, signed by 2 *full playing members* who:
- (i) have been a *full playing member* for not less than 2 years immediately preceding the nomination; or
- (ii) are *golfing life members*,
- and accompanied by the written consent of the candidate, which can be endorsed on the form of nomination; and

(c) delivered to the *secretary* no less than 21 days before the date fixed for the holding of the *AGM* at which the election is to take place.

15.1.2 The *secretary* must cause the names of the candidates for each position on the *board* to be displayed on the *notice board* not less than 14 days before the *AGM*.

15.1.3 If there is an equal amount of nominations to available positions on the *board*, then those candidates who are nominated shall be taken to be elected.

15.1.4 If insufficient nominations are received to fill all vacancies of the *board*, the candidates nominated are taken to be elected and the remaining positions will be treated as casual vacancies.

15.1.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. The ballot must be conducted in such a manner as determined by the *board* from time to time.

## 16. Powers of the board

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The *board* is to be the governing body of the *club* and, subject to the *Corporations Act*, the *Registered Clubs Act*, this constitution and any resolution passed by the *club* in *general meeting*:

16.1.1 is to control and manage the affairs of the *club*; and

16.1.2 can exercise all functions that can be exercised by the *club*, other than those functions that are required by these rules to be exercised by a *general meeting* of *members* of the *club*; and

16.1.3 can do all things as appear to the *board* to be necessary or desirable for the proper management of the *club*.

## 17. Delegations and committees

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### 17.1 Committees

In addition to the powers in clause 16, the *board* shall have power from time to time to delegate any of its powers to committees consisting of one or any combination of:

17.1.1 a *director*;

17.1.2 a *member*;

17.1.3 an *employee*; or

17.1.4 a person who is not a *member* but who has a particular skill or expertise which they will apply to a committee.

The *board* shall also have the power from time to time to revoke any such delegation and despite the delegation the *board* may continue to exercise any function delegated.

### 17.2 Operation of committee

Any committee formed under clause 17.1 shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the *board* may from time to time impose.

### **17.3 President a member of all committees**

The *president* shall be ex officio a member of all such committees and may nominate a *director* to represent them on such committees.

### **17.4 Meetings of committees**

17.4.1 Any committee may meet and adjourn as it thinks proper.

17.4.2 Questions arising at any meeting of a committee shall be determined by a majority of votes of the committee present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

### **17.5 Minutes of meetings of committees**

Any committee must make minutes of its meetings and must forthwith submit those minutes to the *board* and the *board* will retain those minutes as if they were minutes of the *board*.

### **17.6 Effect of actions**

Anything done by a committee acting in the exercise of a delegation under this clause 17 has the same force and effect as it would have if it had been done or permitted by the *board*.

## **18. Board meetings**

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### **18.1 Frequency and records of board meetings**

18.1.1 The *board* must meet at least once in each *month* for the transaction of business of the *club*.

18.1.2 The *president* may at any time and the *secretary* upon the request of not less than 3 *directors* must convene a meeting of the *board*.

18.1.3 A record of all *directors* present at each *board* meeting and minutes of all resolutions and proceedings of the *board* must be entered in a minute book provided for that purpose.

### **18.2 Notice and quorum**

18.2.1 Oral or written notice of each *board* meeting must be given by the *secretary* to each *director* at least 48 hours (or such other period unanimously agreed by the *directors*) before the time appointed for the holding of the meeting.

18.2.2 The notice given 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 *directors* present at the meeting unanimously agree to treat as urgent business.

18.2.3 The quorum for the *board* meetings shall be 5 *directors* or such greater number as determined by the *board* from time to time.

### **18.3 Continuing directors**

The *board* may act despite any vacancy in the *board*, so long as the number of *directors* is not reduced below the quorum fixed in clause 18.2.3, however, *directors* may act where the quorum is not met for the purposes of increasing the number of *directors* to the *quorum* of the *board*; or

18.3.2 number of *directors* to the quorum of the *board*; or

18.3.3 convening a *general meeting* of the *club*;

but for no other purpose.

### **18.4 Attendance at meetings**

Without limiting the power of the *board* to regulate their meetings as they think fit, a meeting of the *board* may be held where one or more of the *directors* is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication.

### **18.5 Chairperson at board meetings**

18.5.1 The *president* shall preside as chairperson at every meeting of the board.

18.5.2 If the *president* is not present or is unwilling or unable to act, then the *vice president* shall preside as the chairperson.

18.5.3 If a *vice president* is not present or is unwilling or unable to act, then the *directors* present shall elect a *director* to be the chairperson at the meeting.

### **18.6 Voting at board meetings**

18.6.1 Questions arising at any *board* meeting 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*.

18.6.2 If there is an equality of votes the chairperson of the meeting shall have a second and casting vote.

18.6.3 Proxy votes are not permitted at *board* meetings.

### **18.7 Written resolutions of the board**

18.7.1 A resolution in writing signed by all *directors* or a resolution in writing of which notice has been given to all *directors* and which is signed by a majority of the *directors* entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the *board*) is a valid resolution of the *board*.

18.7.2 The resolution may consist of several documents in the same form each signed by one or more of the *directors*.

18.7.3 For the purposes of rule 18.7.1 the reference to "all *directors*" does not include a reference to:

- (a) a *director* who, at a meeting of *directors*, would not be entitled to vote on the resolution;
- (b) a *director* who disqualifies himself or herself from considering the resolution in question; and
- (c) any *director* on *approved leave*.

18.7.4 For the purposes of rule 18.7.1:

- (a) a statement sent electronically by a *director* to an agreed electronic address stating that they are in favour of a specified resolution shall be taken to be a document containing that statement and duly signed by the *director*. Such a document shall be taken to have been signed by the *director* at the time of its receipt at the agreed electronic address; and
- (b) a *director* may consent to a resolution by telephoning the *secretary* or *president* and signifying assent to the resolution and clearly identifying its terms.

18.7.5 A resolution in writing under this clause 18.7 shall be deemed to have been passed at a meeting of the *directors* held on the day and at the time at which the document was last signed or consented to by a *director* and the document shall be deemed to constitute a minute of that meeting and must be recorded by the *secretary* in the minute book maintained in accordance with the *Corporations Act*.

## 18.8 Minutes

A record of all *directors* present at each *board* meeting and minutes of all resolutions and proceedings of the *board* must be entered and maintained in records kept in accordance with the *Corporations Act*.

## 18.9 Acts of the board

All acts done by any meeting of the *board* shall, even if it is subsequently discovered that there was some defect in the appointment of the *board* or a member of the *board*, be valid as if every such person had been duly appointed and was qualified to be a member of the *board*.

## 19. Removal of directors from office

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### 19.1 Removal by members in general meeting

At a *general meeting* of the *club*, subject to this constitution the *ordinary members* may by ordinary resolution:

- 19.1.1 remove from office any *director* before the expiration of their period of office; and
- 19.1.2 appoint another person or persons in their place provided any person so appointed is eligible to be a *director* in accordance with this constitution.

Any person appointed pursuant to this clause 19.1 shall hold office during such time only as the person in whose place they are appointed would have held if they had not been so removed.

## 20. Vacancies on board

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### 20.1 Automatic vacancy of office

The office of a *director* of the *board* shall automatically be vacated if the person holding that office:

- 20.1.1 becomes insolvent;
- 20.1.2 becomes disqualified from holding office under the *Corporations Act*;
- 20.1.3 dies, 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;
- 20.1.4 is absent from meetings of the *board* for a continuous period of 3 *months* without leave of absence from the *board* and the *board* resolves that the office be vacated;
- 20.1.5 is directly or indirectly interested in any contract or proposed contract with the *club* and fails to declare the nature of the interest as required by the *Corporations Act*;
- 20.1.6 by notice in writing given to the *secretary* resigns from office as a *director*;
- 20.1.7 is disqualified from holding office as a *director* pursuant to any order or declaration made under the *Registered Clubs Act*;
- 20.1.8 is convicted of an offence on indictment;
- 20.1.9 ceases to be a *member* of the *club*;
- 20.1.10 is suspended from being a *member* of the *club*;
- 20.1.11 becomes an *employee* of the *club*; or
- 20.1.12 is removed from office in accordance with this constitution.

## 21. General meetings

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### 21.1 General meetings

- 21.1.1 A *general meeting* called the *AGM* must be held once at least in every calendar year at such time and place as may be determined by the *board* but as required by the *Corporations Act*.
- 21.1.2 All meetings other than *AGMs* shall be called *general meetings*.

### 21.2 Calling of general meetings

The *board*:

- 21.2.1 may whenever it considers fit call and arrange to hold a *general meeting* of the *club*.

21.2.2 must call and arrange to hold a *general meeting* of the *club* on a request that complies with the *Corporations Act* of *members* with 5% of the votes than may be cast at the *general meeting*.

### **21.3 Members may call general meeting**

21.3.1 *Members* with more than 50% of the votes of all the *members* who made the request under clause 21.2.2 may call and arrange to hold a *general meeting* if the *board* does not do so within 21 days after the request is given to the *secretary*.

21.3.2 A meeting called by the *members* under this clause must be called in the same way, so far as is possible, in which *general meetings* of the *club* are to be called and must be held not later than 3 *months* after the request is given to the *secretary*.

### **21.4 Obligations of club when general meeting called by members**

If the *members* propose to call a meeting under clause 21.3, the *club* must:

21.4.1 promptly provide a copy of the *register* without charge; and

21.4.2 pay the reasonable costs and expenses of the *members* incurred because the *board* failed to call and arrange to hold the meeting.

### **21.5 Notice of AGMs**

At least 28 days' notice in writing of an *AGM* must be given:

21.5.1 to all *members* who are entitled to vote at the *AGM*; and

21.5.2 to the auditor.

### **21.6 Notice of general meetings**

At least 21 *days*' notice in writing of a *general meeting* must be given:

21.6.1 to all *members* who are entitled to vote at that meeting; and

21.6.2 to the auditor.

### **21.7 Special resolution**

If a *special resolution* is proposed to be dealt with at a *general meeting*, the notice must include the intention to vote on the *special resolution* and details of its contents.

### **21.8 Effect of failure to give notice**

The:

21.8.1 accidental omission to give notice of a meeting;

21.8.2 the non-receipt by any person of notice of a meeting; or

21.8.3 the omission to post a copy of a notice of the meeting on the *noticeboard*,

shall not invalidate any proceedings at a *general meeting* unless such proceedings are declared void pursuant to the *Corporations Act*.

## 22. Procedure at general meetings

### 22.1 President

22.1.1 The *president* shall, if present, preside at all *general meetings* of the *club* as chairperson.

22.1.2 If the *president* is not present within 30 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the *vice president* shall preside as chairperson of the meeting.

22.1.3 If the *vice president* is not present within 30 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the *members* of the *club* present shall elect a *director* to preside as chairperson of the meeting.

### 22.2 Quorum

22.2.1 No business shall be transacted at any *general meeting of members* unless a quorum of *members* is present.

22.2.2 At any *general meeting* of the *club* (including an *AGM*), 30 *full playing members* or *life members* present in person and eligible to vote shall be quorum.

### 22.3 Quorum not present

If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:

22.3.1 to be dissolved if it was convened at the request of *members* pursuant to clause 21.3;

22.3.2 otherwise stand adjourned to the same day in the next week at the same time and place.

### 22.4 Quorum at adjourned meeting

If at any meeting adjourned pursuant to clause 22.3.2 a quorum is not present, the *members* present and entitled to vote shall be a quorum and may transact any business for which the meeting was called.

### 22.5 Voting at general meetings

22.5.1 Subject to clause 22.5.2, only *full playing members* and *life members* are entitled to vote at a *general meeting* of the *club* and each of those *members* has 1 vote.

22.5.2 All *ordinary members*, other than *junior members* are entitled to vote at *general meetings* on:

(a) the election of *directors* (including in any ballot or voting process for the election prior to the *general meeting*);

(b) the approval of payment of to a *member* in respect of their services as a



*director* or member of any committee of the *club*;

- (c) a resolution to approve the disposal of *core property*; and
- (d) a resolution to modify or repeal this constitution,

provided that no *member* of the *club* who is also an *employee* of the *club* shall be eligible to vote at any *general meeting* of the *club*.

22.5.3 Every question submitted to a meeting other than a *special resolution* shall be decided by a simple majority of votes from those *members* who are entitled to vote, present and voting and counted on a show of hands except:

- (a) the election of the *board*; or
- (b) the election of any *officer*,

which shall be by ballot.

## **22.6 Matters on which a poll may be demanded**

A poll may be demanded on any resolution by:

- 22.6.1 at least 3 *members* entitled to vote on the resolution;
- 22.6.2 *members* with at least 5% of the votes that may be cast on the resolution on a poll; or
- 22.6.3 the *president*.

## **22.7 When poll can be demanded**

The poll may be demanded:

- 22.7.1 before a vote is taken;
- 22.7.2 before the voting results on a show of hands are declared; or
- 22.7.3 immediately after the voting results on a show of hands are declared.

The percentage of votes that *members* have is to be worked out as at the midnight before the poll is demanded.

## **22.8 Chairperson's casting vote**

In the case of an equality of votes whether on a show of hands or on a ballot, the chairperson of the meeting shall have a second or casting vote.

## **22.9 Declaration by chairperson**

At any *general meeting* a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the *club* shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

## **22.10 Proxy voting prohibited**

A person must not:

22.10.1 attend or vote at any meeting of the *club* or of *the board* or of any committee;  
or

22.10.2 vote at an election including an election of a *member* or of the *board*;

as the proxy of another person.

### **22.11 Adjournment of general meeting**

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

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

### **22.12 Effect of resolutions**

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.

### **22.13 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **22.14 Record of minutes**

A minute that is recorded and signed in accordance with the *Corporations Act* is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## **23. Annual general meeting**

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### **23.1 Business of the AGM**

The business of the *AGM* shall be as follows:

23.1.1 to confirm the minutes of the previous *AGM* and any *general meeting* held since that meeting;

23.1.2 to receive and consider the reports, statements and accounts required to be submitted to *members* under the *Corporations Act*;

23.1.3 where required, to conduct elections of the *board* or declare the result of such election;

- (a) to appoint an auditor or auditors in the event that there is a vacancy in the office of auditor; and
- (b) to deal with any other business of which due notice has been given to the *members*.

## 24. Auditor

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### 24.1 Notice

The *club's* auditor must be given notice of all *general meetings* at the same time as such notice is given to the *members* and is entitled to attend any *general meeting* of the *club*.

### 24.2 Rights of Auditor

24.1.1 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.

24.1.2 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.

24.1.3 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any *general meeting*.

## 25. Records of members and guests

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### 25.1 Registers of members and guests

The *club* must keep separate registers of *members* and *guests* in accordance with the *Registered Clubs Act*.

### 25.2 Change of member address

*Members* must advise the *secretary* in writing of any change in their address within 7 *days* of changing their address as recorded in the *register*.

## 26. Financial year

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The *financial year* of the *club* and other entities created under this constitution shall commence on the first day of July in each year and end on the last day of June in the following calendar year or such other period as the *board* may determine, having regard to the *Corporations Act*.

## 27. Indemnity to officers

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### 27.1 Indemnity

Every *officer* and former *officer* of the *club* shall be indemnified to the fullest extent permitted by the *Corporations Act* out of the property of the *club* against any liability incurred by them in their capacity as *officer* in defending any proceedings whether civil or criminal.

### 27.2 Officer's insurance

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 *Corporations Act* or a liability which contravenes s199A or s199B of the *Corporations Act*.

## 28. Company Secretary

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The *board* may appoint a *secretary* and determine the terms of that appointment and the duties and responsibilities of that position, including compliance with the *Corporations Act*.

## 29. By-laws

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### 29.1 Making of by-laws

Without limiting the general powers in clause 16, the *board* will have the power from time to time to make, amend and repeal any *by-laws*, regulations and policies not inconsistent with this constitution that are in the opinion of the *board*, necessary or desirable for the proper conduct, administration and management of the *club* and the advancement of the objects of the *club* including in respect of *guests*

### 29.2 By-laws binding

All *by-laws* made under this constitution will be binding on the *club* and *members*.

### 29.3 Notices binding on members

29.3.1 Amendments, alterations, interpretations or other changes to *by-laws* will be advised to *members* by means of notice approved by the *board*.

29.3.2 Any *by-law* made under this constitution shall come into force and be fully operative upon the posting of an appropriate notice containing the *by-law* on the *notice board*.

### 29.4 Copy of by-laws available to members

The *board* must make available a copy of the *by-laws* to any *member* on request and without charge to that *member*.

## 30. Execution of documents

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### 30.1 Execution of documents

The *club* may execute any document as permitted by the *Corporations Act*.

## 31. The constitution

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### 31.1 Amendment

This constitution can only be amended by way of:

31.1.1 a *special resolution* of the *ordinary members*; and

31.1.2 a resolution of not less than 75 percent of the *full playing members* and *life members* present and entitled to vote at the *general meeting* at which the *special resolution* is carried.

## 32. Notices

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### 32.1 Application of clause

This clause applies to all notices and documents that this constitution, the *Corporations Act* or the *Registered Clubs Act* requires a party to this constitution to send to another party to this constitution ('notice').

### 32.2 Service of notices

32.2.1 The *Company* may give a notice required under this constitution in any manner required or permitted by the *Corporations Act* for the giving by the *club* of a notice of meeting to a *member*. A notice so given is taken to be served when such notice under the *Corporations Act* would be taken to be served.

32.2.2 A certificate in writing signed by an *officer* of the *club*, that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

32.2.3 Without limiting clause 32.2.1, if a *member* nominates:

- (a) an electronic means by which the *member* may be notified that notices of *general meeting* are available ('*nominated notification means*'); and
- (b) an electronic means the *member* may use to access notices of meeting ('*nominated access means*'),

the *club* can give the *member* notice of the meeting by notifying the *member* using the *nominated notification means*:

- (a) that the notice of *general meeting* is available; and
- (b) how the *member* may use the *nominated access means* to access the notice of *general meeting*.

32.2.4 The service of such notification will be deemed to have been given the *business day* after the date on which the notification is sent to the *member*.

## 33. Transitional provision

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33.1.1 A *member* of the *club* who was an intermediate member, 5 day member, 6 day member, corporate nominee member, country member or international member immediately before this constitution came into effect is taken to be an *other golfing member*.

33.1.2 On the date that is 5 years from *the effective date*:

- (a) both of the positions of the *City Diggers directors* will be automatically vacated and will constitute casual vacancies; and
- (b) the *board* may only appoint a *full playing member* to fill either or both of the casual vacancies until the next *AGM*.

- 33.1.3 On and from the next *AGM* after the date that is 5 years after the *effective date* there will no longer be a designated category of *City Diggers director* on the *board*. From this time, the *board* shall consist of 9 *directors* who must be *full playing members* or *life members*.

## 34. Core property

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In addition to the *Registered Clubs Act*, the *club* can dispose of *core property* only by:

- 34.1.1 a *special resolution* of the *club*; and
- 34.1.2 resolution of not less than 75 per cent of the *full playing members* and *life members* of the *club* present and entitled to vote at the meeting at which that *special resolution* is carried.

## 35. Definitions and interpretation

### 35.1 Definitions

In this constitution, unless the context suggests otherwise, the following definitions apply:

<i>AGM</i>	means the annual general meeting held each year as required by the Corporations Act and this constitution;
<i>application fee</i>	means the fee payable by an applicant for membership of the <i>club</i> , as determined by the <i>board</i> from time to time;
<i>approved leave</i>	means a leave of absence that has been approved by the <i>board</i> ;
<i>Authority</i>	means the Independent Liquor and Gaming Authority as renamed or reconstituted from time to time;
<i>board</i>	means the board of <i>directors</i> of the <i>club</i> elected or appointed in accordance with this constitution
<i>business day</i>	means any day except a Saturday, Sunday or public holiday in New South Wales;
<i>by-laws</i>	means by-laws made by the <i>board</i> ;
<i>City Diggers</i>	means Wollongong Ex-Services Club Limited (ACN 001 003 854);
<i>City Diggers life member</i>	has the meaning in clause 8.3.1;
<i>City Diggers social member</i>	has the meaning in clause 5.6.1;
<i>City Diggers director</i>	means a <i>City Diggers social member</i> who has been appointed or elected as a <i>director</i> in accordance with this constitution;
<i>claim</i>	means any action, claim, suit, demand, proceedings, damages or statutory procedure for the recovery of money;
<i>club</i>	means Wollongong Golf Club Limited (ACN 000 740 983);
<i>core property</i>	has the meaning in the <i>Registered Clubs Act</i> ;
<i>Corporations Act</i>	means the <i>Corporations Act 2001</i> (Cth) as amended from time to time and any regulations made under that Act;
<i>director</i>	means a director of the <i>club</i> elected or appointed in accordance with this constitution;
<i>effective date</i>	means 2 November 2020;
<i>employee</i>	means all persons employed by the <i>club</i> regardless of their level of seniority and regardless of whether holding full-time, part-time, limited-term or casual employment;

<i>financial member</i>	a <i>member</i> shall not be a <i>financial member</i> of the <i>club</i> if: <ul style="list-style-type: none"> <li>(a) any of the <i>member's membership fees</i> remains unpaid; or</li> <li>(b) any money (other than a <i>member's membership fees</i>) has remained unpaid at the expiration of 14 days after service on that <i>member</i> of a notice from the <i>club</i> requiring payment;</li> </ul>
<i>financial year</i>	means each 1 July to 30 June;
<i>full member</i>	has the meaning in the <i>Registered Clubs Act</i> ;
<i>full playing member</i>	has the meaning in clause 5.2.1;
<i>general meeting</i>	means an <i>AGM</i> or special general meeting of the <i>club</i> ;
<i>golfing member</i>	<i>life</i> has the meaning in clause 8.2;
<i>guest</i>	has the meaning in the <i>Registered Clubs Act</i> ;
<i>junior member</i>	has the meaning in clause 5.4;
<i>life member</i>	has the meaning in clause 8.1;
<i>Liquor Act</i>	means the <i>Liquor Act 2007 (NSW)</i> as amended from time to time and any regulations made under that Act;
<i>member</i>	means any person registered as a <i>member</i> of the <i>club</i> pursuant to this constitution, in a category defined in clause 4.1;
<i>membership fee</i>	means the membership fee payable by a <i>member</i> for the membership of the <i>club</i> , as determined by the <i>board</i> from time to time;
<i>month</i>	means a calendar month;
<i>notice board</i>	means a notice board located in a conspicuous place on the <i>premises</i> on which notices for the information of <i>members</i> are posted;
<i>officer</i>	has the meaning given to it in the <i>Corporations Act</i> ;
<i>ordinary member</i>	has the meaning in clause 5;
<i>other member</i>	<i>golfing</i> has the meaning in clause 5.3;
<i>premises</i>	means the <i>club's</i> premises at the corner of Corrimal and Bank Streets, Wollongong and at 82 Church Street, Wollongong NSW, and other premises from which the <i>club</i> operates from time to time;
<i>president</i>	means the president of the <i>club</i> elected under clause 15;
<i>provisional member</i>	has the meaning in clause 6;



<i>register</i>	means the register of <i>members</i> kept under the <i>Corporations Act</i> ;
<i>Registered Clubs Act</i>	means Registered Clubs Act (NSW) 1976, as amended or replaced from time to time and any regulations made under that Act;
<i>secretary</i>	means the company secretary appointed under the <i>Corporations Act</i> ;
<i>special resolution</i>	means a resolution:

## 35.2 Interpretation

In this constitution, unless the context requires otherwise:

- 35.2.1 the singular includes the plural and vice versa;
- 35.2.2 where an expression is defined in this constitution, any other grammatical form of the expression has a corresponding meaning;
- 35.2.3 words and expressions defined in the *Corporations Act* or *Registered Clubs Act* have the same meaning in this constitution;
- 35.2.4 headings are for purposes of convenience only and do not affect the interpretation of this constitution;
- 35.2.5 a reference to a statute or regulation includes all amendments, consolidations or replacements of the statute or regulation;
- 35.2.6 a reference to a clause is a reference to a clause of this constitution;
- 35.2.7 a reference to this constitution or another instrument includes all amendments or replacements of this constitution or the other instrument;
- 35.2.8 this constitution shall be read and constructed subject to the provisions of the *Corporations Act* and to the extent that any of the provisions in this constitution are inconsistent with the compulsory provisions of the *Corporations Act* such provisions of this constitution shall be deemed inoperative and of no effect to the extent of the conflict.

## Schedule 1 – Objects of the club

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The objects of the *club* are:

1. to provide sporting, social, athletic, cultural and other activities for its *members*;
2. to provide a clubhouse for the entertainment and recreation of its *members* and *guests*;
3. to provide and maintain a golf course for use of its *members* and *guests* and the public;
4. to assist any charitable, social or philanthropic object;
5. to give assistance to any of its *members* or their respective families or its *employees* in case of distress or death;
6. to obtain, maintain and renew the registration of the *club* as a registered club; in accordance with the provisions of the *Liquor Act* and the *Registered Clubs Act*;
7. to hold and arrange matches and competitions and offer and grant or contribute towards the provision of prizes, awards and/or distinctions;
8. to establish, conduct or carry out any sports tournaments or amusements and to cooperate with any person or body in so doing; and
9. to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.