

CONSTITUTION

OF

OCEAN SHORES COUNTRY CLUB LIMITED

ACN 000 724 676

1. Adopted: 06 July 2008
2. Amended: 21 October 2012
3. Amended: 20 November 2016
4. Amended: 19 November 2017
5. Amended: 19 December 2021

Constitution of Ocean Shores Country Club Ltd

Amended: 19 December 2021

RULE NUMBER	RULE	PAGE
37	ACCOUNTS AND REPORTING TO MEMBERS	45
18	ADDRESSES OF MEMBERS	21
45	AMENDMENTS TO CONSTITUTION	48
7	APPLICATION OF PROPERTY ON DISSOLUTION	8
39	AUDITORS	46
25	BOARD OF DIRECTORS	27
29	DECLARATIONS OF INTERESTS BY DIRECTORS	36
3	DEFINITIONS	3
20	DISCIPLINARY COMMITTEE	23
19	DISCIPLINARY PROCEEDINGS	21
26	ELECTION OF BOARD	28
14	ELECTION OF MEMBERS	17
41	EXECUTION OF DOCUMENTS	46
38	FINANCIAL YEAR	46
34	GENERAL MEETINGS	38
24	GUESTS	26
13A	HONORARY MEMBERS	17
43	INDEMNITY TO OFFICERS	47
44	INTERPRETATION	48
15	JOINING FEES, SUBSCRIPTIONS AND LEVIES	19
5	LIMITED LIABILITY	8
9	LIQUOR & GAMING	10
6	MEMBERS GUARANTEE	8
35	MEMBERS' RESOLUTIONS AND MEMBERS' STATEMENTS	43
10	MEMBERSHIP	10
36	MINUTES	45
1	NAME OF COMPANY	3
16	NON-FINANCIAL MEMBERS	19
42	NOTICES	47
4	OBJECTS	5
27	POWERS OF THE BOARD	30
2	PRELIMINARY	3
28	PROCEEDINGS OF THE BOARD	35
8	PROPERTY AND INCOME OF THE CLUB	9
12	PROVISIONAL MEMBERS	15
30/31	REGISTERED CLUBS ACCOUNTABILITY CODE	37
17	REGISTERS OF MEMBERS AND GUESTS	20
32	REMOVAL FROM OFFICE OF DIRECTORS	37
22	REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	25
23	RESIGNATION AND CESSATION OF MEMBERSHIP	26
40	SECRETARY	46
21	SUSPENDED MEMBER	24
13	TEMPORARY MEMBERS	15
11	TRANSFER BETWEEN CLASSES OF MEMBERSHIP	14
33	VACANCIES ON BOARD	38

Constitution

1. NAME OF COMPANY

1.1 The name of the Company is Ocean Shores Country Club Limited.

2. PRELIMINARY

2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

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

2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

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

3. DEFINITIONS

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

- (a) **“The Act”** means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
- (b) **“The Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
- (c) **“Bowling Member”** means an Ordinary Voting member who has paid the prescribed additional subscription for Bowling membership in accordance with the By-Laws.
- (d) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
- (e) **“The Club”** means Ocean Shores Country Club Ltd ACN 000 724 676.
- (f) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
- (g) **“Constitution”** means this Constitution.
- (h) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3.

- (i) **“Gaming Machines Act”** means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
- (j) **“Golfing Member”** means an Ordinary Voting member who has paid the prescribed additional subscription for Golfing membership in accordance with the By-Laws.
- (k) **“Major Alterations”** means any substantial work that is undertaken to the golf course or bowling greens that changes the nature or character of the golf course or bowling greens but does not include the renovation of bowling greens or the greens on the golf course.
- (l) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (m) **“The Office”** means the registered office for the time being of the Club.
- (n) **“Registered Clubs Act”** means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (o) **“Rules”** means the rules comprising this Constitution.
- (p) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (q) **“Special Interest Group”** has the meaning assigned thereto by By-Law.
- (r) **“Special Resolution”** has the meaning assigned thereto by the Act.
- (s) **“Sub club”** means any sporting club, that, pursuant to a resolution of the Board under Rule 27.13 is or has been established by the Club.

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

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 15.3; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 16 until the full amount owing is paid to the Club.

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

4. **OBJECTS**

4.1 The objects of the Club are:

- (a) To provide for members and members' guests and operate and maintain a sporting and recreational club with all usual facilities and amenities of such a club.
- (b) To promote friendship, sporting and recreational activities and pastimes amongst the members of the Club.
- (c) To hold or arrange sporting events, trials and competitions and provide or contribute towards the provision of prizes, awards and distinctions. Provided that no member of the club shall receive any prize, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the club or to the cost of the holding or promotion of which the club may have subscribed out of its income or property and which under the regulations affecting the said match, sporting event, trial or competition may be awarded to him.
- (d) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 8 of this Constitution, and further provided that the Club shall not financially support any one such club, association or organisation in an amount exceeding 10% of the nett revenue of the Club in any one financial year after allowing for salaries, taxes, auditor's fees, legal costs and other items of expenditure.
- (e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the club or their guests.
- (f) To purchase take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. In case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts
- (g) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club subject at all times to the provisions of the Liquor Act and The Registered Clubs Act.
- (h) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any

of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (i) To appoint, employ, train, remove or suspend such managers, clerks, secretaries, employees, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (j) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance and assurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (k) To construct, improve, maintain, carry out, alter or control any houses, buildings, grounds, or any facilities for any sporting activity of whatsoever nature or any works or conveniences which may seem calculated directly or indirectly to advance the Club's interest.
- (l) To lend money to persons or companies on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (m) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (o) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatever kind sold by the Club, or any money due to the Club from purchasers and others.
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club.
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring

Constitution of Ocean Shores Country Club Ltd

contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.

- (r) To print, publish, and produce any newspapers, periodicals, books leaflets, or media releases that the Club may think desirable for the promotion of its objects.
- (s) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to

an extent at least as great as that imposed upon the Club under or by virtue of Rule 8 of this Constitution.
- (t) To take, purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorized to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorized to amalgamate.
- (v) From time to time make donations to such persons, organisations, charitable institutions and sporting bodies as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (w) To apply for and obtain and hold a club licence under the Liquor Act, gaming machine entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (x) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realize or otherwise deal with any such securities.
- (y) To indemnify where the Board so determines any person or persons, whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (z) To promote any company or companies for the purpose of acquiring all or any part of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly to benefit the Club.
- (aa) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental, necessary, convenient or conducive to the attainment of the objects of the Club or any of them.

- (bb) To do all or any of the above-mentioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.

4.2 In the interpretation of Rule 4.1:

- (a) the meaning and effect of any object shall not be restricted by any other object; and
- (b) each object shall be construed and have effect as an independent power; and
- (c) each object shall be construed so as to widen and not restrict the powers of the Club.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
- (b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

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

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

- 7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:
- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
- (b) repayment of out-of-pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;

9. LIQUOR & GAMING

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- 9.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP

- 10.1 Deleted.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior member in accordance with this Constitution.
- 10.3 Unless otherwise determined by the Board, the Full membership of the Club shall be divided into the following categories:
 - (a) Ordinary Voting members; and
 - (b) Social members;
 - (c) Junior members;

- (d) Life Members.
- 10.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members; and
 - (b) Temporary members.
- 10.5 The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.
- 10.6 Employees may, in accordance with this Constitution, be admitted as a member of the Club. However, if the employment of any employee is terminated for any reason the Board may, by resolution, cancel the membership of the employee and the provisions of Rules 19.1 and 19.2 shall not apply.

ORDINARY VOTING MEMBERS

- 10.7 Ordinary Voting members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary Voting membership of the Club.
- 10.8 Ordinary Voting members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.
- 10.9 The Board may from time to time create sub categories of Ordinary Voting members and vary the annual subscription and joining fee for admission to membership of such sub categories. The playing rights and privileges of such sub categories shall be as determined by By-law.
- 10.10 Ordinary Voting members are entitled to:
- (a) such social and playing privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at Annual General Meetings and general meetings of the Club;
 - (c) subject to Rule 25.4, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any special resolution to amend this Constitution;
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership; (h) introduce guests to the Club.

SOCIAL MEMBERS

- 10.11 Social members shall be persons who have attained the age of eighteen (18) years and are elected to Social membership of the Club.
- 10.12 Social members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.
- 10.13 Social members are entitled to:
- (a) such social and playing privileges and advantages of the Club as may be determined by the Board from time to time;
 - (b) attend at Annual General Meetings of the Club;
 - (c) vote in the election of the Board;
 - (d) propose, second or nominate any eligible member for Life membership; (e) introduce guests to the Club.
- 10.14 Social members are not entitled to:
- (a) vote on any special resolution to amend this Constitution;
 - (b) subject to Rules 10.13(b) and 10.13(c) attend or vote at general meetings of the Club;
 - (c) nominate for or be elected to hold office on the Board;
 - (d) propose, second or nominate any eligible member for any office of the Club.

JUNIOR MEMBERS

- 10.15 Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.
- 10.16 Junior members shall pay such joining fee (if any) any annual subscription as the Board may determine from time to time.
- 10.17 The Board may from time to time create sub categories of Junior members and vary the annual subscriptions and joining fee for admission to membership of such sub categories. The playing rights and privileges of such sub categories shall be as determined by By-law.
- 10.18 A person shall not be admitted as a Junior member of the Club unless the Board:
- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or sub club of the Club; and
 - (b) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club;

- (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a sub club of the Club.

10.19 Subject to the provisions of the Registered Clubs Act a Junior member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:

- (a) attend or vote at Annual General Meetings and general meetings of the Club;
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any special resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) introduce guests to the Club.

LIFE MEMBERS

10.20 A Life member shall be any Full member or former Full member who in consideration of long and meritorious service to the Club has been granted Life membership of the Club in accordance with this Constitution.

10.21 Life membership may only be conferred at an Annual General Meeting of the Club.

10.22 A nomination for Life membership shall be in writing and shall be in such form as the Board may from time to time prescribe and shall:

- (a) be proposed by one and seconded by another Full member (excluding a Junior member); and
- (b) be signed by the proposer and seconder; and
- (c) be signed by the nominee consenting to his or her nomination for Life membership.

10.23 If a nomination for Life membership is approved by at least two thirds of the Board present and voting at the next Board meeting after receipt of the nomination, the nomination shall be referred to the next Annual General Meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.24 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to an Annual General Meeting of the Club.

- 10.25 If a nomination for Life membership is approved by a resolution passed by not less than a two-thirds majority of the members present and voting at the Annual General Meeting the person nominated shall thereby be a Life member of the Club. Voting shall be by ballot if demanded by one member.
- 10.26 Every Life member shall be entitled to all the rights and privileges of an Ordinary Voting member including all social and playing privileges of the Club.
- 10.27 A Life member is relieved from the payment of any annual subscription.
- 10.28 Only two (2) persons may be elected to Life membership in any one year. If more than two (2) nominations for Life membership are received in any one year by the Board, the Board shall determine which two (2) nominations are referred to the next Annual General Meeting.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 11.1 The Board has the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- 11.2 Upon a Junior member attaining the age of eighteen (18) years, the Junior member shall either cease to be a member of the Club or apply for election to another category of membership for which the Junior member has the necessary qualifications. Any application by such Junior member for election to another category of membership pursuant to this Rule shall be submitted at the office together with any additional subscription that may be required by the Board and shall have priority over other applicants for election to that category of membership.
- 11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS

- 12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within eight (8) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- 12.3 Provisional members are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- 12.4 Provisional members are not entitled to:
- (a) attend or vote at Annual General Meetings and general meetings of the Club; or
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any special resolution to amend this Constitution;
 - (e) propose, second, or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership.

13. TEMPORARY MEMBERS

- 13.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the

Constitution of Ocean Shores Country Club Ltd

Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.

- (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
- (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
- (d) Any interstate or overseas visitor.

13.2 Temporary members shall not be required to pay a joining fee or annual subscription.

13.3 Temporary members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time;
- (b) introduce a minor as a guest in accordance with Rule 24.11.

13.4 Temporary members are not entitled to:

- (a) vote at any meeting of the Club;
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any special resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership; or
- (g) introduce guests into the Club other than a minor in accordance with Rule 24.11.

13.5 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

13.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 13.1(c).

13A. HONORARY MEMBERS

13A.1 The following persons (if they are not already Full members of the Club) may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen or local dignitary visiting the Club;

13A.2 Honorary members of the Club are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests to the Club.

13A.3 Honorary members of the Club are not entitled to:

- (a) vote at any meeting of the Club; or
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any special resolution (including a special resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

14. ELECTION OF MEMBERS

14.1 A person shall not be admitted to Full membership of the Club (other than Life membership) unless that person is elected to membership by a seventy-five percent (75%) majority of the Board of the Club, or a duly appointed election committee of the Club.

14.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

14.3 The Board or election committee may reject any application for membership without giving any reason. A person whose application is rejected shall not be eligible to be elected to

membership until six (6) months have elapsed since the date on which his or her application for membership was rejected.

- 14.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars: (a) the full name of the applicant;
- (b) the residential address of the applicant;
 - (c) the date of birth of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant;
 - (g) such other particulars as may be prescribed by the Board from time to time (which may include a proposer or seconder).
- 14.5 Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate subscription;
 - (b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- 14.6 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 14.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 14.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- 14.8 The full name, address and occupation of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for at least one (1) week before their election.
- 14.9 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.

- 14.10 The Secretary shall notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause the joining fee and first annual subscription to be forwarded or posted to such person.

15. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 15.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 15.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 15.3 All subscriptions shall be due and payable on a date, or dates, determined by the Board from time to time.
- 15.4 Any person who has not paid his or her subscription within one month of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 19.1 and Rule 19.2 shall not apply to such resolution.
- 15.5 The Secretary shall cause four (4) weeks notice to be given in writing to each member of the due date for payment of the subscription in Rule 15.3.
- 15.6 Any person who has been removed from membership of the Club pursuant to Rule 15.4 may re-apply for membership in accordance with this Constitution.

16. NON-FINANCIAL MEMBERS

- 16.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club or Special Interest Group without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club or Special Interest Group;
 - (d) nominate for or be elected or appointed to the Board or any committee of a Sub club or Special Interest Group;

- (e) vote in the election of the Board or any committee of a Sub club or Special Interest Group;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club or Special Interest Group;
- (g) propose, second or nominate any eligible member for Life membership.

17. REGISTERS OF MEMBERS AND GUESTS

17.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Temporary members (other than Temporary members referred to in Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.
- (c) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest.

- (d) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.

18. ADDRESSES OF MEMBERS

- 18.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 17.1(a).

19. DISCIPLINARY PROCEEDINGS

- 19.1 Subject to Rule 19.2, the Board shall have power to issue a formal warning, reprimand, fine, suspend, expel, impose a suspended sentence or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.

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

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 19.1; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard;
 - (iii) the procedure by which the charge is to be heard and the rights of the member so charged.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 19.2 by notice in writing by a prepaid letter posted to the member's last known address at least fourteen (14) clear days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled without legal representation to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge. If

the member is a Junior member, the parent or guardian of such Junior member shall be present at the hearing with or without the Junior member charged.

- (d) Any Board member who:
- (i) has (or potentially has) a material personal interest in the matter; or
 - (ii) for the purposes of the principles of natural justice is (or potentially is) biased;

shall disqualify himself or herself from the meeting unless such disqualification would result in there not being a quorum present at the meeting. For the purposes of this Rule, a Board member shall be deemed to have a material personal interest if he or she has any family, business, or other close connection to the member charged or any victim of the event giving rise to the charge.

- (e) If the member (or parent or guardian in the case of a Junior member) fails to attend such meeting:
- (i) the charge may be heard and dealt with and the Board may decide on the evidence before it;
 - (ii) the Board may impose any penalties;

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged (or parent or guardian in the case of a Junior member).

- (f) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (g) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- (h) 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 an appropriate penalty for the charge of which the member has been found guilty.
- (i) No motion by the Board to issue a formal warning, reprimand, suspend, expel or impose a suspended sentence on a member shall be deemed to be passed unless a two-thirds majority of the directors present in person vote in favour of such motion.
- (j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

19.3 If a notice of charge is issued to a member pursuant to Rule 19.2(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

19.4 Subject to Rules 19.5 and 19.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within fourteen (14) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

19.5 A member shall be notified, by notice in writing sent by prepaid letter posted to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 19.4.

19.6 The provisions of Rules 19.1 and 19.2 shall not apply to any member suspended or expelled pursuant to Rule 19.4.

20. **DISCIPLINARY COMMITTEE**

20.1 The Board may by resolution delegate all or part of the powers and functions given to the Board by Rule 19 to a Disciplinary Committee or a Special Interest Group Disciplinary Committee comprising:

- (a) not less than three (3) directors of the Club for a Disciplinary Committee; or
- (b) not less than three (3) committee members of a Special Interest Group for a Special Interest Group Disciplinary Committee.

20.2 A Disciplinary Committee or a Special Interest Group Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 19 save that:

- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
- (b) a quorum of a Special Interest Group Disciplinary Committee shall be three (3) committee members; and
- (c) all references to the Board in Rule 19, except in Rule 19.2(i) shall be read as being references to the Disciplinary Committee; and
- (d) all references to the Board in Rule 19, except in Rule 19.2(i) shall be read as being references to a Special Interest Group Disciplinary Committee provided that a

Special Interest Group Disciplinary Committee can only impose such penalty relating to the playing rights and privileges of the member charged as may be permitted by the Board from time to time.

- 20.3 The Board shall have power to review a decision of either the Disciplinary Committee or a Special Interest Group Disciplinary Committee or order a fresh hearing of any matter determined by either the Disciplinary Committee or a Special Interest Group Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 19 on the member charged in substitution for that imposed by either the Disciplinary Committee or a Special Interest Group Disciplinary Committee provided that:
- (a) the procedure set out in Rule 19 is followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 20.3 within forty-two (42) days of the date on which the Disciplinary Committee or Special Interest Group Disciplinary Committee meeting was held.
- 20.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee or a Special Interest Group Disciplinary Committee pursuant to Rule 20.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by either the Disciplinary Committee or a Special Interest Group Disciplinary Committee.

21. SUSPENDED MEMBER

- 21.1 Any member suspended pursuant to Rules 19 or 20 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club or Special Interest Group without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club or Special Interest Group;
 - (d) nominate for or be elected or appointed to the Board or any committee of a Sub club or Special Interest Group;
 - (e) vote in the election of the Board or any committee of a Sub club or Special Interest Group;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club or Special Interest Group;
 - (g) propose, second or nominate any eligible member for Life membership.

22. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 22.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 22.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act;
 - (d) who hawks, peddles or sells any goods on the premises of the Club;
 - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
 - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 22.2 If pursuant to Rule 22.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 22.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 22.3 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.
- 22.4 Without limiting Rule 22.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 22.1(a), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.
- 22.5 Without limiting Rule 22.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 22.1(a), the person must not:
- (a) remain in the vicinity of the Club; or

- (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

23. RESIGNATION AND CESSATION OF MEMBERSHIP

23.1 A member may at any time resign from his or her membership of the Club by either:

- (a) giving notice in writing to the Secretary; or
- (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

23.2 A resignation pursuant to Rule 23.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

23.3 Any member who has resigned pursuant to Rule 23.1 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting a refund. If the Board determines that a refund is warranted, the refund will be limited to any quarter of the Club's financial year that has not commenced. If three-quarters of the Club's financial year have expired, a member will not be entitled to a refund.

24. GUESTS

24.1 All members (excluding Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 24.11.

24.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 17.1.

24.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

24.4 No member shall introduce any person as a guest who:

- (a) has been expelled from the Club pursuant to Rule 19;
- (b) is then suspended pursuant to Rule 19; or
- (c) who is then refused admission to or being turned out of the Club pursuant to Rule 22.

24.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.

24.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

- 24.7 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 24.8 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 24.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 24.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 24.11 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- 24.12 For the purposes of Rule 24.11(c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor’s spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

25. BOARD OF DIRECTORS

- 25.1 The Board shall consist of eight (8) directors who shall comprise a Chairperson, Deputy Chairperson, Treasurer, Golf Director, Bowls Director and three (3) Ordinary directors.
- 25.2 The Board shall be elected annually in accordance with this Constitution.
- 25.3 Subject to Rules 25.4 to 25.7 inclusive, the following members shall be entitled to stand for and be elected or appointed to the Board:
- (a) Life members; and
 - (b) Ordinary Voting members.
- 25.4 Only persons who have served on the Board for at least one full term of office shall be entitled to stand for and be elected or appointed as the Chairperson.
- 25.5 The Golf Director shall be a Golfing member.
- 25.6 The Bowls Director shall be a Bowling member.

- 25.7 A member who:
- (a) is an employee; or
 - (b) is who is currently under suspension pursuant to Rule 19;
 - (c) is not a Financial member;
 - (d) has been found guilty by the Board or a Disciplinary Committee (but not a Special Interest Group Disciplinary Committee) of any charge referred to in clause 19.1 within the two (2) calendar years preceding the date fixed for an Annual General Meeting shall not be eligible to stand for or be elected or appointed to the Board.
- 25.8 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

26. ELECTION OF BOARD

- 26.1 The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
 - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 26.1, shall be prominently posted on the Club Notice Board at least forty-two (42) days prior to the date fixed for the Annual General Meeting.
 - (c) Nominations shall close at 5.00pm on such date as may be determined by the Board that is not less than thirty (30) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that time.
 - (d) Nominations for election to the Board shall be made in writing and signed by two Full members (other than Social members or Junior members) and by the nominee who shall thereby signify his or her consent to the nomination and shall set out:
 - (i) the position(s) nominate for; and
 - (ii) the proposer's names;
 - (iii) the qualifications and experience of the nominee (not exceeding 150 words).
 - (e) A nomination can be withdrawn at any time prior to the commencement of voting.
 - (f) An eligible member may be nominated for more than one office.

Constitution of Ocean Shores Country Club Ltd

- (g) The Secretary shall note on the nomination the date and time of receipt and immediately post the nomination containing the details specified in Rules 26.1(d)(i) and (ii) on the Club Notice Board.
- (h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected and the remaining vacancies on the Board shall be casual vacancies and may be filled in accordance with Rule 33.2.
- (i) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (j) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (k) The roll of members entitled to vote at the Annual General Meeting shall be closed at the same time and date as set for the close of nominations referred to in Rule 26.1(c).
- (l) The Secretary shall provide to the Returning Officer a roll of eligible voters as soon as practicable after the close of nominations and the Secretary shall certify the roll to be a true and accurate record of the members eligible to vote for the election of officers of the Club.
- (m) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 26.1 the order of seniority of shall be:
 - (i) Firstly - Chairperson
 - (ii) Secondly - Deputy Chairperson
 - (iii) Thirdly - Treasurer
 - (iv) Fourthly - Golf Director
 - (v) Fifthly - Bowls Director
- (n) The Returning Officer shall supervise the preparation of ballot papers.
- (o) The order in which names appear on the ballot paper shall be determined by lot.
- (p) The ballot shall be conducted during such times as shall be determined by the Board from time to time.
- (q) The Returning Officer shall supervise the issue of ballot papers.

- (r) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (s) Members shall place their ballot papers in the ballot box provided at the Club.
- (t) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (u) The Returning Officer shall supervise the examination of ballot papers.
- (v) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (w) The Returning Officer shall supervise the counting of votes.
- (x) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (y) The Returning Officer shall report the result of the ballot to the meeting.
- (z) All materials pertaining to the ballot shall be kept by the Returning Officer for one (1) month after the Annual General Meeting, after which they shall be destroyed.
- (aa) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 26.1.
- (bb) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 26.1.
- (cc) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 33.2.

26.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 26.1.

27. POWERS OF THE BOARD

27.1 Subject to Rules 29.2 or 29.3 the Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

27.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but

subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

27.3 Without derogating from the general powers conferred by Rule 27.2, the Board shall have power from time to time:

- (a) To make, alter and repeal By-Laws pursuant to Rule 27.20.
- (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land shall be subject to the requirements of Section 41E of the Registered Clubs Act and the Regulations made under that Act and subject to the Liquor Act.

- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the joining fees, subscriptions, levies and other payments payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

LIMITATION ON POWERS

- 27.4 The Board shall not have the power to approve or conduct any Major Alterations to the Club's golf course unless such Major Alterations have been approved by a majority of Golfing Members present and voting at a meeting of Golfing Members conducted in accordance with Rule 27.6.
- 27.5 The Board shall not have the power to approve or conduct any Major Alterations to the Club's bowling greens unless such Major Alterations have been approved by a majority of Bowling Members present and voting at a meeting of Bowling Members conducted in accordance with Rule 27.6.
- 27.6 The meetings of Golfing Members or Bowling Members referred to in Rules 27.4 and 27.5 shall be conducted in accordance with Rules:
- (a) 34.5 to 34.8 inclusive; and
 - (b) 34.10 and 34.11; (c) 34.13;
 - (d) 34.15;
 - (e) 34.18 to 34.32 inclusive save that:
 - (i) all references to "General Meeting" or "Annual General Meeting" shall be read as being references to "Meeting of Golfing Members" or "Meeting of Bowling Members"; and

- (ii) for the purposes of Rules 34.5 and 34.7, notice of the Meeting of Golfing members or Meeting of Bowling members may also be given by posting a notice on the Club Notice Board at least seven (7) days prior to the date of the meeting.
- (iii) for the purposes of Rule 34.26 a quorum shall be ten (10) Golfing Members or Bowling Members (as the case may be) present in person and eligible to vote.

COMMITTEES

27.7 Without derogating from the general powers conferred by Rule 27.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

- (a) Director;
- (b) Member;
- (c) Employee;
- (d) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.

27.8 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

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

27.10 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

27.11 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 27 or by any by-law made by the Board pursuant to this Rule 27.

27.12 Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS AND SPECIAL INTEREST GROUPS

27.13 Without derogating from the general powers conferred by Rule 27.2, the Board shall have power from time to time to:

Constitution of Ocean Shores Country Club Ltd

- (a) Establish Sub clubs and Special Interest Groups with such objects, powers and membership qualifications as the Board may determine from time to time.
 - (b) Allow each of the Sub clubs and Special Interest Groups established pursuant to this Rule 27.13 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
 - (c) Allow the Sub clubs or Special Interest Groups to create rules and by-laws for the control and regulation of the sporting and social activities of such Sub clubs and Special Interest Groups.
 - (d) Permit any such Sub club and Special Interest Groups to adopt a name distinctive of such Sub club or Special Interest Group (provided it be described as a Sub club or Special Interest Group of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- 27.14 Any of the Sub clubs or Special Interest Groups established pursuant to Rule 27.13 or those already in existence must conform to any by-law made by the Board pursuant to Rule 27.20.
- 27.15 The Chairperson shall be ex officio a member of all the committees of such Sub clubs and Special Interest Groups and may nominate a director to represent him or her on the committees of such sub clubs.
- 27.16 Subject to the general control and supervision of the Board, each such Sub club and Special Interest Group may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each Sub club and Special Interest Group and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- 27.17 The Board may empower each such Sub club and Special Interest Group to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- 27.18 The constitutions of each such Sub club and Special Interest Group may be amended from time to time by a majority of the members for the time being of such Sub club or Special Interest Group 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 Sub club or Special Interest Group shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- 27.19 Any disciplinary action by a Sub club or Special Interest Group in respect of any member of such Sub club or Special Interest Group shall at once be reported to the Board together with

the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

BY-LAWS

27.20 The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

27.21 Without limiting the generality of Rule 27.20 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the control and management of all competitions;
- (e) the conduct of members and guests of members;
- (f) the privileges to be enjoyed by each category of members;
- (g) the relationship between members and Club employees; and
- (h) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

27.22 Any By-law made under this Rule 27.20 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

27.23 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

28. PROCEEDINGS OF THE BOARD

28.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.

28.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.

28.3 The Chairperson shall be entitled to take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall take the chair of the meeting. If the Deputy Chairperson is not present or is unwilling or

unable to act then the directors present shall elect one of their number to take the chair for that meeting.

- 28.4 The quorum for a meeting of the Board shall be a majority of the members of the Board. If a quorum is not present within fifteen (15) minutes of the time fixed for the meeting, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.
- 28.5 The Chairperson may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.
- 28.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 28.7 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 28.8 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 28.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 28.10 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

29. **DECLARATIONS OF INTERESTS BY DIRECTORS**

- 29.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and

- (b) comply with Rule 29.2.
- 29.2 In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- 29.3 Rule 29.2 shall not apply if:
- (a) The Board has passed a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Club; and
 - (ii) states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
 - (b) The Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

REGISTERED CLUBS ACCOUNTABILITY CODE

30. The Club, the directors of the Club and the Secretary must comply with the requirements of the Registered Clubs Accountability Code as provided in Schedule 2 of the Registered Clubs Regulation 2015 (as amended from time to time).
31. A copy of the Registered Clubs Accountability Code (as amended from time to time) will be appended to a copy of this Constitution supplied to any member pursuant to Rule 2.4 or otherwise made available to members.

32. REMOVAL FROM OFFICE OF DIRECTORS

- 32.1 Subject to Rule 32.2, the members in general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
 - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- 32.2 A resolution to remove the Golf Director or the Bowls Director will not take effect until a replacement Golf Director or Bowls Director has been appointed.

- 32.3 Any person appointed pursuant to paragraph 32.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- 32.4 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

33. VACANCIES ON BOARD

- 33.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (d) by notice in writing given to the Secretary resigns from office as a director.
 - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (f) ceases to be a member of the Club.
 - (g) becomes an employee of the Club.
 - (h) fails to complete the mandatory training requirements for directors referred to in Rule 25.8 (unless exempted).
- 33.2 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

34. GENERAL MEETINGS

- 34.1 A general meeting of the members of the Club must be held for a proper purpose.
- 34.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

- 34.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 34.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- (b) In this Rule 34.4 the term "the request" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty-one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 34.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 34.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

NOTICE OF GENERAL MEETINGS

- 34.5 At least twenty-one (21) days' notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 34.6 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 34.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty-one (21) days prior to the date of the meeting.
- 34.8 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 34.9 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting; and
 - (b) to receive and consider the reports referred to in Rule 37.3;
 - (c) to declare the results of the election of the Board;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the payment of honorariums (if any);
 - (f) to deal with any other business of which due notice has been given to the members.
- 34.10 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 34.11 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 34.12 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 34.13 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.
- 34.14 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office;
 - (c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

- 34.15 The Chairperson shall be entitled to take the chair at every general meeting. If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall preside as chairperson of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 34.16 Subject to Rule 34.17, all Full members of the Club (other than Social members and Junior members) are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.
- 34.17 Social members are entitled to attend Annual General Meetings of the Club and vote in the election of the Board.
- 34.18 A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) Vote at any election including an election of a member or of the Board as the proxy of another person.
- 34.19 Subject to Rule 34.18, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 34.20 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- 34.21 Subject to this Constitution, every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or

by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.

34.22 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.

34.23 A demand for a poll may be withdrawn.

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

QUORUM FOR GENERAL MEETINGS

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

34.26 At any general meeting of the Club (including an Annual General Meeting), five percent (5%) of the Ordinary Voting members or fifty (50) Ordinary Voting members (whichever is the lesser) present in person and eligible to vote shall be a quorum.

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

- (a) be dissolved if it was convened at the request of members pursuant to Rule 34.4; or
- (b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine provided such date is less than one month from the date of the meeting.

34.28 If at any meeting adjourned pursuant to Rule 34.27 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

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

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

34.31 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.

34.32 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

35. MEMBERS' RESOLUTIONS AND MEMBERS' STATEMENTS

35.1 Notwithstanding Rules 35.3 to 35.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

35.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 35.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

35.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least 100 members who are entitled to vote at a general meeting.

35.4 The notice must:

- (a) be in writing;
- (b) set out the wording of the proposed resolution; and
- (c) be signed by the members proposing to move the resolution.

35.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

35.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

35.7 If the Secretary has been given notice of a resolution under Rule 35.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.

35.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.

35.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.

35.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club

does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

35.11 The Club need not give notice of the resolution:

- (a) if it is more than 1,000 words long or defamatory; or
- (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

35.12 Members may request the Club to give to all its members a statement provided by the members making the request about:

- (a) a resolution that is proposed to be moved at a general meeting; or
- (b) any other matter that may be properly considered at a general meeting.

35.13 The request must be made by:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least 100 members who are entitled to vote at the meeting.

35.14 The request must be:

- (a) in writing;
- (b) signed by the members making the request; and
- (c) given to the Secretary.

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

35.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

35.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

- 35.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 35.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself. The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

36. **MINUTES**

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

37. **ACCOUNTS AND REPORTING TO MEMBERS**

- 37.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 37.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

37.3 The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Division 4 of the Act.

37.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

- (a) a copy of the Financial Report of the Club;
- (b) a copy of the Directors' Report; and
- (c) a copy of the Auditors' Report on the financial report.

38. FINANCIAL YEAR

38.1 The financial year of the Club and any sub club or other entity 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 year or such other period as having regard to the Act, the Board may determine.

39. AUDITORS

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

40. SECRETARY

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

41. EXECUTION OF DOCUMENTS

41.1 The Club shall have a Seal.

41.2 The Board must provide for the safe custody of the Seal.

41.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

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

42. NOTICES

- 42.1 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
- 42.2 Where a notice is sent by post to a member in accordance with Rule 42.1 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 42.3 Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

43. INDEMNITY TO OFFICERS

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

44. INTERPRETATION

- 44.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club 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.

45. AMENDMENTS TO CONSTITUTION

- 45.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and Ordinary Voting members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

Attachment to the Constitution of Ocean Shores Country Club Ltd

Schedule 2 Registered Clubs Accountability Code

Note—

The penalty for contravening a provision of this Code identified in this Code as an offence provision is 50 penalty units (see section 41C (3) of the Act).

A contravention of any provision of this Code (whether or not an offence provision) constitutes grounds for the taking of disciplinary action under Part 6A of the Act.

1 Name of Code

This Code is the Registered Clubs Accountability Code.

2 Definitions

(1) In this Code—

board, in relation to a registered club, means the governing body of the club.

close relative of a person means—

- (a) a parent, child, brother or sister of the person, or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a).

Note—

“De facto partner” is defined in section 21C of the Interpretation Act 1987.

departmental Secretary means the Secretary of the Department of Customer Service.

director of a registered club means a member of the board of the club.

manager of a club means any person appointed under section 66 of the Liquor Act 2007 to manage the premises of the club.

the Act means the Registered Clubs Act 1976.

top executive of a registered club means any of the following—

- (a) the secretary of the club,
- (b) a manager of the club,
- (c) any employee of the club who is nominated by the club as a top executive,
- (d) any employee of the club (other than a person referred to in paragraphs (a)–(c))—
 - (i) who is one of the 5 highest paid employees of the club, and
 - (ii) whose remuneration package exceeds the high income threshold set by the Fair Work Commission under the Fair Work Act 2009 of the Commonwealth, and
 - (iii) who is involved in the general administration of the club or with its liquor and gaming operations.

(2) For the purposes of this Code—

(a) a person has a **controlling interest** in a company or body if the person has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body, and

(b) a person has a **pecuniary interest** in a company if—

(i) in the case of a company that supplies liquor or gaming machines to a registered club—the person has any shareholding interest in the company, or

(ii) in the case of any other company—the person has a shareholding of more than 5% in the company.

(3) Terms and expressions used in this Code that are defined in the Act (including in Part 4A of the Act) have the meanings set out in the Act or that Part.

(4) A reference in this Code to a matter being approved by the board of a registered club is a reference to the matter being approved at a meeting of the board at which a majority of the votes cast supported the approval.

3 Contracts of employment with top executives

(1) A registered club must ensure that each top executive of the club enters into a contract of employment in writing with the club that deals with the following—

(a) terms of employment,

(b) the role and responsibilities of the top executive,

(c) remuneration (including fees for service),

(d) termination of employment.

(2) A contract of employment with a top executive does not have effect unless it is first approved by the board of the club.

(3) A contract of employment must be reviewed by an independent and qualified adviser before it may be approved by the board.

4 Restrictions on entering into contracts generally

(1) **Offence provision** A registered club must not enter into—

(a) a contract with a company in which a director or top executive of the club has a pecuniary interest, or

(b) a contract with a director or top executive of the club,

unless the proposed contract is first approved by the board of the club.

(2) **Offence provision** Despite subclause (1) (b), a registered club must not enter into a contract with the secretary or a manager of the club.

(3) **Offence provision** A registered club must not enter into—

- (a) a contract with a close relative of the secretary or a manager of the club, or
- (b) a contract with a company or body in which the secretary or a manager of the club, or a close relative of the secretary or a manager of the club, has a controlling interest.

(4) A registered club must, before entering into a contract as referred to in this clause, make all reasonable inquiries to ensure that the provisions of this clause are not contravened. Those inquiries may include requiring a party to the proposed contract to provide a statutory declaration verifying the party's status for the purposes of this clause.

(5) This clause does not apply in relation to contracts of employment.

(6) Subclauses (2) and (3) do not apply in relation to contracts that result from an open tender process.

(7) A contract entered into in contravention of this clause is not void or illegal merely because of the contravention.

5 Management contracts

(1) In this clause—

management contract means a contract under which a person who is not a director of a registered club, the secretary or a manager of a registered club or an employee of a registered club exercises functions in relation to the management of the business or affairs of the club.

(2) A registered club must not enter into a management contract with a person unless—

- (a) the members of the club have been given at least 1 month's notice of the proposed contract, and
- (b) the club has provided a report on the proposed contract to the departmental Secretary at least 1 month before entering into the contract.

(3) A management contract entered into in contravention of subclause (2) is void and of no effect.

(4) A registered club must comply with any direction given by the departmental Secretary with respect to any management contract that the club is proposing to enter into.

(5) Without limiting the directions that may be given under subclause (4), the departmental Secretary may direct the club to amend or not enter into the proposed contract if the Secretary is of the opinion that the proposed contract does not comply with the requirements of the Act or is not in the interests of the club or its members.

6 Loans to directors and employees

(1) **Offence provision** A registered club must not lend money to a director of the club.

(2) **Offence provision** A registered club must not lend money to an employee of the club unless—

- (a) the amount of the proposed loan is \$10,000 or less, and
- (b) the proposed loan has first been approved by the board of the club.

(3) Subclause (2) (a) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the registered club.

7 Restrictions on employment of close relatives of directors or top executives

- (1) A registered club must, before it employs any person, make all reasonable inquiries to ascertain whether the person is a close relative of a director or top executive of the club.
- (2) If a person who is being considered for employment by the club is a close relative of a director of the club, the director must not take part in any decision relating to the person's employment.
- (3) A person who is a close relative of a director or top executive of the club must not be employed by the club unless the employment is approved by the board of the club.

8 Disclosures by directors and employees of clubs

(1) **Offence provision** A director, top executive or employee of a registered club must disclose any of the following matters to the club to the extent that they relate to the director, top executive or employee—

- (a) any material personal interest that the director has in a matter relating to the affairs of the club,
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the club,
- (c) any financial interest of the director or top executive in a hotel situated within 40 kilometres of the club's premises,
- (d) any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.

(2) A registered club must have in place procedures to ensure that—

- (a) each matter referred to in subclause (1) is disclosed to the club within 21 days after the director, top executive or employee becomes aware of the matter, and
- (b) the matter is managed in an appropriate manner.

(3) **Offence provision** A registered club must keep a register, in the form approved by the departmental Secretary, containing details of the disclosures made to the club under this clause.

(4) A reference in subclause (1) (d) to a gift or remuneration received from an affiliated body of a registered club is a reference to a gift or remuneration received from a related body corporate within the meaning of the Corporations Act 2001 of the Commonwealth, or any other body, that within the period of 12 months immediately preceding the receipt of the gift or remuneration obtained a grant or subsidy from the club.

(5) In this clause—

gift includes money, hospitality or discounts.

remuneration includes any fee for service.

9 Provision of information to members

(1) **Offence provision** A registered club must—

- (a) make the information referred to in subclause (2) available to the members of the club within 4 months after the end of each reporting period to which the information relates, and
- (b) indicate, by displaying a notice on the club's premises and on the club's website (if any), how the members of the club can access the information.

(2) The information to be made available is as follows—

- (a) disclosures made to the club under clause 8 during the reporting period,
- (b) details of any overseas travel during the reporting period by a director of the club or an employee of the club in the person's capacity as a director or employee, including any costs wholly or partly met by the club in relation to that travel,
- (c) details of any loan over \$1,000 to an employee of the club made during the reporting period, including the amount of the loan and the interest rate (if any),
- (d) details of any contract of employment with a top executive of the club approved during the reporting period,
- (e) details of any consultancy during the reporting period costing more than \$30,000, including the name of the consultant, the consultancy fee and the nature of the services provided by the consultant,
- (f) the total amount paid to consultants during the reporting period (excluding those amounts required to be included under paragraph (e)),
- (g) details of any legal settlement paid to a director or employee of the club during the reporting period and any associated legal fees paid by the club, unless the disclosure would breach any confidentiality agreement reached by the club,
- (h) details of any legal fees (not referred to in paragraph (g)) paid by the club during the reporting period on behalf of a director or employee of the club,
- (i) the amount allocated by the club during the reporting period to community development and support under the ClubGRANTS scheme,
- (j) the total amount of gaming machine profits from the operation of gaming machines during the gaming machine tax period relating to the reporting period.

(3) In this clause—

gaming machine tax period means the period of 12 months beginning on 1 September in the financial year concerned and ending on 31 August in the following year.

reporting period means the relevant financial year of the registered club in relation to which the information is provided.

9A Training disclosures

(1) **Offence provision** A registered club must make available to the members of the club details of any training completed by a person who is a director, club secretary or manager under Part 6 of the Registered Clubs Regulation 2015 and reasons for any exemption from the training requirements under that Part.

(2) A registered club must indicate, by displaying a notice on the club's premises and on the club's website (if any), how the members of the club can access the information.

10 Financial statements

A registered club must ensure that—

- (a) financial statements that incorporate a balance sheet and the club's profit and loss accounts and trading accounts are provided to the board of the club on a quarterly basis, and
- (b) those financial statements are made available to the members of the club within 7 days of the statements being adopted by the board, and
- (c) a notice is displayed on the club premises and on the club's website (if any) advising the members how the financial statements can be accessed.

11 Referral of complaints

Any complaint arising under this Code must be referred—

- (a) to Clubs NSW if the complaint relates to a registered club that is a member of Clubs NSW,
or
- (b) to the departmental Secretary if the complaint relates to a registered club that is not a member of Clubs NSW.