

THE CONSTITUTION OF GUNNEDAH GOLF CLUB LIMITED

ACN 000 865 092 ABN 37 276 817 054

DEFINITIONS

In these presents unless there be something in the subject or contest inconsistent therewith:

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

"The Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with these Articles.

"By-Laws" shall mean and include Rules.

"Conditional Member" means a person who is a "provisional member" as provided in Section 4 of the Registered Clubs Act.

means the above named Company.

"The Club Notice Board" means a board designated as such within the Club premises on which notices for the information of members are posted.

"Defined premises" means the premises of the Club in respect of which a Certificate of Registration has been granted pursuant to an application under Section 7 of the Registered Clubs Act.

"Playing Members" are as defined in section 12b.

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

"Month" means calendar month.

"Officers" include the members of the Board but does not include the Auditor.

"Ordinary Member" means a member of the Club as defined 12b.

"Secretary" includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary

"Special Resolution" has the meaning assigned thereto by The Act.

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

(b) Member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:

(i) If at the expiration of 30 days from the due date this subscription or any part thereof payable on that date remains unpaid: or

(ii) If any money (other than the subscription) owing by him to the Club has remained unpaid at the expiration of 30 days from service on him of a written notice from the Club requiring payment thereof; and.

In either case he shall be and remain unfinancial until payment in full of the amount owing.

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

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such

construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.

PRELIMINARY

4. The regulations contained in Schedule One to the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in these.
5. The Board shall pay out of the assets of the Club all costs charges and expenses of the incidental to the preparation of the Memorandum and Articles of Association and the formation and registration of the Club.
6. The Club is established for the purposes set out in the Memorandum of Association.
7.
 - (a) The Club shall be a non-proprietary Club.
 - (b) Subject to the provisions of Section 10(6) and 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he is a Member of the governing body, or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to derive, directly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
 - (c) 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 rules 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 certificate of Registration under Part II of the Registered Clubs 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 as certificate.
 - (d) The Secretary or Manager, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the rules of the Club 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 supplies or disposed of by the Club.
8.
 - (a) An employee of the club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
9.
 - (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member, provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in N.S.W.

MEMBERSHIP

10.
 - (a) The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
 - (b) Subject to the provisions of those Articles relating to Junior Playing members no person under the age of 18 years shall be admitted as a member of the Club.
11. The persons who at the date of the Resolution adopting these Articles are entered in the records of the Club as members and such other persons as the Board shall admit to membership in accordance with these Articles shall be Members of the Club.
12.
 - (a) A person shall not be admitted to Membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary Member or Conditional member, Social member.
 - (b) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of:

- Playing members
 - male playing members
 - female playing members
 - junior playing members
 - sub. junior playing members
 - social members
 - life members

13. The members of the Club entitled to vote at the annual election of the Board of the Club shall be Ordinary Members except Junior and Sub Junior Members which are a majority of the Full members of the Club.

**RIGHTS OF MEMBERS AND ELIGIBILITY FOR
VARIOUS CLASSES OR MEMBERSHIP**

14. Subject to Article 8 (a), Financial Playing Members and Life Members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or Meetings of Members. Each such member shall have one vote.
15. The rights of members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise.
16. The requirements for eligibility of persons for election to the following classes of membership shall be:

Playing Members

Persons who have attained the age of 18 years and who are elected as Playing members of the Club or transferred by the Board from another class of Ordinary membership to Playing membership of the Club.

(a) Social Members

Persons who have attained the age of 18 years and who are elected as social members of the Club or transferred by the Board from another class of Ordinary membership to social membership of the Club.

(b) Members under the age of Eighteen (18) years

(i) Junior Playing members

Persons over the age of sixteen (16) years and under the age of eighteen (18) years who are elected by the Board to Junior Playing membership of the Club.

(ii) Sub-Junior Playing members

Persons who are over the age of 10 years and under the age of sixteen (16) years who are elected by the Board to sub-Junior Playing membership of the Club.

(iii) Junior Playing members, Sub-Junior Playing members shall be

Entitled to those privileges as the Board may determine from time to time, but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.

(iv) Junior Playing members, Sub-Junior Playing members can use

Only those areas of the defined premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act.

(c) Life Members

- (i) Members who have rendered outstanding service to the Club and have been elected as such by resolution carried by a two thirds majority of those present and voting at a General Meeting following the submission to such meeting of a unanimous recommendation from the Board.
- (ii) A person elected as a Life member shall be relieved from payment of any subscription or levies other than minimum amount prescribed by R.C. Act but shall have all the rights and privileges of Playing members.
- (iii) Not more than two members shall be made Life members in any one financial year.

HONORARY MEMBERS

- 17. The following persons may be made Honorary members of the Club in Accordance with procedures established by the Board from time to time:
 - (a) The patrons or patrons for the time being of the Club.
 - (b) Any prominent citizen or local dignitary visiting the club.
- 18. Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or Participate in the management, business and affairs of the Club in any way.
- 19. (a) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (1) the name in full of the Honorary Member.
 - (2) the residential address of the Honorary Member.
 - (3) the date on which Honorary membership is conferred.
 - (4) the date on which Honorary membership is to cease.
- (b) Honorary membership may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
- © The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give any reason.

TEMPORARY MEMBERS

- 20. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
 - (a) Any visitor whose permanent place of residence in New South Wales Is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-law pursuant to these Articles.
 - (b) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have Objects similar to those of the Club;
 - © A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member 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 the day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 21. (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

Temporary members shall not be permitted to introduce guests into the Club.

- (c) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason, therefore.
- (d) No person under the age of 18 years may be admitted as a Temporary Member of the Club other than pursuant to Article 21.
- (e) When a Temporary member (other than a Temporary member admitted Pursuant to paragraph © of Article 21) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted
 - (iv) the signature of the temporary member.

TRANSFER OF MEMBERSHIP

- 22. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.

ABSENTEE LIST

- 23. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any Member leaving or returning to the State of New South Wales or residing Outside that State. For the purpose of this Article the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

ELECTION OF MEMBERS

- 24. A person shall not be admitted as a member of the Club, other than as an Honorary member, a Temporary member or a Conditional member, unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
- 25. (a) Every candidate for membership of the Club for all member categories shall be proposed by one and seconded by another Playing member (who shall have been a member of the Club for a minimum period of 12 months) or Life member, or by such other class of member as the Board may from time to time determine.
- 26. (a) In respect of every nomination for membership made pursuant to Article 26 there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
 - © The proposer and seconder and the candidate shall sign the nomination form.
 - (d) The nomination form shall be lodged with the Secretary of the Club, who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited on the Club Notice Board, or in some other conspicuous place in the Clubhouse for a continuous

period of not less than one week before the election of the candidate as a member of the Club and an interval of at least two weeks shall elapse between the proposal of a person for election and his election.

27. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forward or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.
- (i) A copy of the Memorandum and Articles of Association 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 on payment of any fee that may be prescribed by the Act.

CONDITIONAL MEMBERSHIP

28. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the club and pays to the Club the subscription appropriate to the class of the membership referred to in the nomination form may be granted Conditional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person which is admitted as a Conditional member not be elected to membership of the club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a conditional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- © Conditional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Articles shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Conditional membership pursuant to this Article 29.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

29. Members' subscriptions shall be paid annually or if the Board so directs and approves by instalments and in advance or for more than one year in advance.
- The time and manner of payment thereof and all matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Board from time to time.
30. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
31. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription only if he shall be elected after the expiration of six months from the date of commencement of the financial year.

32. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of (30) days from the date upon which it shall fall due for payment the Secretary shall give to the member in default (7) days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club and neither the provisions of Article 38 nor the Rules of natural justice shall apply to any procedure taken pursuant to this Article 33.
33. The Board shall have power to make changes and levies on Ordinary members for general or special purposes.

PATRONS

34. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary members of the Club and subject to these Articles shall remain Honorary members while they remain a Patron.

ADDRESSES OF MEMBERS

35. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

36. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member and, if he is an Ordinary member the date on which he last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Honorary members or Temporary Members other than Temporary members referred to in Article 21©. This register shall set forth the name in full and the address of each Honorary member and each such Temporary member and where an Honorary member has been admitted to membership for a limited period, the dates on which the period commences and ends.
 - © A register of persons of or over the age of 18 years who enter the premises of the club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address of that guest, the date on that day and the signature of that member provided always if any entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as the guest of that member.

SUSPENSION AND EXPULSION

37. If any member shall refuse or neglect to comply with any of the provisions of the Memorandum of Association or these Articles of the Club or the By-Laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him unfit for Membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.

- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - © The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
 - (e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
 - (f) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Article 38 the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined.
38. (a) The General Manager of the Club or in the General Manager's absence the senior employee of the Club then on duty ("the senior employee") shall have the power forthwith to remove any member from the premises of the Club:
- (i) Who in the opinion of the General Manager or the senior employee is then intoxicated, violent, quarrelsome or indecent.
 - (ii) Whose presence on the premises of the Club in the opinion of the General Manager or the senior employee may render the Club or the General Manager of the Club liable to a penalty under the Registered Clubs Act.
- (b) The General Manager or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Article 39 shall make a written report to the Board within seven days of the date of the removal. The report will set out the facts, matters and circumstances giving rise to the removal.
 - © Any suspension pursuant to paragraph (a) of this Article 39 shall for a period of seven days.
 - (c) The Rules of natural justice shall not apply in relation to the exercise of the power referred to in paragraph (a) of this Article 39.

NOTE: The power given to the General Manager to remove from the Club any person who is intoxicated, violent quarrelsome or indecent is to give the General Manager the necessary control to protect himself from prosecution under Section 44A and 45 of the Registered Clubs Act.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 39. (a) A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall upon and by reason of such cessation of membership forfeit all rights a member of the Club provided that such person shall remain liable for any annual subscription and all areas thereof due and unpaid at the date of cessation of that person's membership of the Club and any other moneys due by that person at the date of cessation of that person's membership of the Club or for which that person is or may become liable under Clause 5 of the Memorandum of Association.

GUESTS

- 40. (a) All members other than Temporary members shall have the privilege of introducing guests to the

Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.

- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees who has been suspended by the Board of the Club.
- © Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) 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.
- (f) 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.
- (g) 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.

BOARD OF DIRECTORS

- 41. The Board shall consist of a President and 9 other Board members, plus 1 Women's Golf Convenor & 1 Men's Golf Convenor.
- 42.
 - (a) The President & Board members shall be elected annually at the Annual General Meeting of the Club at an election at which the members entitled to vote consist only Ordinary members of the Club, excluding Junior & Sub Juniors.
 - (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
 - © A person shall not be elected to or hold office as a member of the Board unless he is a Financial Playing member for the previous 12 months or Life Member of the Club.
 - (d) No member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or during the period of such suspension.
 - (e) President should be member of Board for previous 12 months.
- 43.
 - (a) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Playing or Life members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least 28 days before the date of the annual General Meeting. The Secretary shall forthwith post notification of such Nominations on the Club Notice Board.
 - (c) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of these Articles the order of seniority of offices shall be:
 - Firstly: President
 - Secondly: Board member
 - ©
 - (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.

- (ii) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the Meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with paragraph (iii) of this Article.
- (iii) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided by By-Law 4.4 and until so provided that the ballot shall be counted by a Returning Officer and at least 2 scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer. In the event of an equality of votes in favour of two or more candidates another ballot shall be taken at the meeting between the candidates having an equality of votes and if on that further ballot there is an equality of votes in favour of two or more candidates the Chairman on the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

SCHEDULE

POWERS OF THE BOARD

- 44. The Board shall be responsible for the management of the business and affairs of the Club.
- 45. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association 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 these presents and to any regulations not being inconsistent with these presents from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
 - (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to be ex officio a member of all such committees. A 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 any equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.

- (iv) The management and control of play and dress on the links.
- (v) The upkeep and control of the links.
- (vi) The control and management of all competitions.

- (vii) The conduct of members.
- (viii) The privileges to be enjoyed by each category of members.
- (ix) The relationship between members and club employees.
- (x) The generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved either under these Articles or By-Law for decision by the Club in General Meeting.

- © To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

- (d) 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.
- (e) 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.
- (f) To institutes conduct, defend compound or abandon any legal proceedings by or against the Club or its offices 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 or exchange promissory notes and other documents or instruments.
- (h) 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 vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or well all any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the General Manager and to determine the remuneration and terms of employment of such General Manager and to specify and define his duties.
 - (ii) 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 compensation any contract for service or otherwise.

- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (m)
 - (i) To create sections and committees for the conduct management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such section and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the 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.
 - (iv) Subject to the general account and supervision of the Board each such section shall 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 the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
 - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a General Meeting of such members either annually or at a meeting convened specifically for such purpose: provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reason therefore and with a recommendation as to further action (if any) to be taken by the Board.

46. Any By-Laws made under these Articles shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board.

PROCEEDINGS OF THE BOARD

47. 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 and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then a Vice President shall act as Chairman. If no Vice President is present or is unwilling or unable to act then the Board Members present may elect their own Chairman. The Quorum for Meetings of the Board shall be 7 members personally present.

48. The President may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.
49. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
50. The continuing members of 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 or pursuant to these regulations as the necessary quorum of the Board the continuing member of members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
51. 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.
52. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 members of the Board.
53. (a) No director shall be disqualified by reason of his office from contracting with the Club either as Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangement entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 228 of the Act it shall be the duty of the director to declare the nature of his interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (b) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest pursuant to Section 228 of the Act.

VACANCIES ON BOARD

54. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their seat. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed.
55. The office of President and shall forthwith be vacated –
 - (a) If that person becomes insolvent under administration or is convicted of a felony or misdemeanour or indictment.
 - (b) If that person 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.
 - © If that person is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board.
 - (d) If by notice in writing given to the Secretary that person resigns from office.
 - (e) If that person becomes prohibited from being a member of the Board by reason of any order made under the Act.

- (f) If that person ceases to be a member of the Club.
 - (g) If that person fails to declare the nature of any material personal interest in a matter referred to in Section 232A of the Act.
56. 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.
57. 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 four months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
58. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum of the playing members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists. If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but
 - (b) any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
 - © In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
59. Subject to the provisions of the Act relating to special resolutions fourteen days' notice specifying the place day and hour of the meeting and in case of special business and general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

60. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act and to elect in the manner herein before provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
61. No business shall be transacted at any General Meeting of members unless quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than twenty (20) members present and entitled to vote and at all General Meetings and at all Annual General Meetings shall not be less than twenty (20) members present and entitled to vote.

62. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall 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 but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be quorum and may transact the business for which the meeting was called.
63. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling or unable to act then a Vice President shall act as Chairman. If no Vice President is present with fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.
64. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a ballot is demanded by a majority of members) and in the case of an equality of votes whether on a show of hands or on a ballot the Chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof: or
 - (ii) Vote at any election of, or of a member of, the Board as the proxy of another person.
65. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that 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.
66. (a) 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 Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded by a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
67. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save 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.
68. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

69. 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 re Registered Clubs Act.

70. 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
71. (a) The Board shall, not less than 21 days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the statement required under Section 292 and 293 of the Act, a copy of the Directors' Report or Reports required by Section 332 of the Act, to all members of the Club entitled to attend and vote at the Annual General Meeting.
- (b) The Directors' Report referred to in (a) shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates.
72. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.
73. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

HONORARY TREASURER

74. (a) The Honorary Treasurer shall supervise the financial affairs of the Club in such manner as the Board may from time to time determine.
- (b) At any time there shall be only one Secretary who shall be appointed by the Board.

GENERAL MANAGER

75. At any time, there shall only be one General Manager 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.

SEAL

76. The Board shall provide for the safe custody of the Seal of the Club, and the seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the board of the Club previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

77. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Articles.
78. Where a notice is sent by post service of the notice shall be deemed to be affected by properly addressing prepaying and posting the notice and shall be deemed to have been affected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

79. (a) Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) or Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) In defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted.

- (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.
- (b) Every person who is an officer (as defined in Section 241 of the Corporations Law) or an auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15th April 1994.
- © The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club against a liability:
 - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Corporations Law; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

GENERAL

80. The Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Articles are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

We, the undersigned persons whose names and addresses are subscribed being subscribers of the Memorandum of Association of Gunnedah Golf Club Limited respectively agree to the foregoing Articles of Association.

DATED this twenty-sixth day of September 2000.

Names, Addresses and
Description of Subscribers

Witness to Signatures