



THE OBJECTS OF THE BROKEN HILL GOLF AND COUNTRY CLUB LTD

1. To maintain the facilities and golf course situated on the Race Course Road
2. To foster and develop the sport of golf, encourage growth in membership and to provide the community of Broken Hill with a facility to further develop tourism growth and also attract new residents.
3. To provide employment and skills development for ground staff and other paid and voluntary staff.
4. To actively promote the facility for hire and raise funds to sustain the future of the entity.
5. To carry out day to day management through the board and sub committees within the clubs constitution and the Registered Clubs Act.
6. For the above purposes only, the club may do all things permitted in law.

CORPORATIONS LAW

A Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

of

Broken Hill Golf & Country Club Ltd

ABN 71 099 052 187

Statement of Objects

DEFINITIONS

1. a) In this Constitution unless there be something in the subject or context 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 this Constitution 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 this Constitution.

"By-laws" shall mean and include Rules.

"The Club" means BROKEN HILL Golf & Country Club Limited ABN 71 099 052 187

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

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

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

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

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

"Secretary" includes Honorary Secretary, Acting Secretary and Secretary Manager.

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

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

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

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

- (i) If at the expiration of twenty eight (28) days from the due date the Member's subscription or any part thereof payable on that date remains unpaid; or
- (ii) If any money (other than the subscription) owing by the Member to the Club has remained unpaid at the expiration of twenty eight (28) days from service on the Member of a notice from the Club requiring payment thereof; and

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

INTERPRETATION

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

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 this Constitution.
5. The Club is established for the purposes set out in the Constitution.
6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a Member of the Club, whether or not that person 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 or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full Member (as defined in the Registered Clubs Act) 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 registration of the Club or the fact that the Club has applied for a certificate of Registration under Part 11 of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because the Club has applied for or is granted such certificate of registration.
- (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 supplied or disposed of by the Club.

- (e) 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.
- 7.
- (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 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)(b) of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the club
 - (d) The rules of Registered Clubs, as contained in Part 3, Section 30, of the Registered Clubs Act shall apply.
8. No Member of any class shall compete for any prize whilst he or she shall be more than one calendar month in arrears as to any money due by him or her to the Club. Penalty for any breach of this provision shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any Member from this penalty.

MEMBERSHIP

- 9.
- (a) The number of full Members of the Club shall not be less than the minimum nor exceed the maximum permissible under the Registered Clubs Act.
 - (b) No person under the age of 18 years shall be admitted as a Member of the Club other than as a Junior Member.
 - (c) A majority of Full Members must at all times have the right to vote in an election for the Board of the Club.
10. (a) The Membership of the Club shall consist of the following classes:
- Persons who at the date of the special resolution adopting this Constitution are entered in the Register of Members in the class appearing on the left hand column hereunder headed "Present Class" shall be transferred on and from the date of the special resolution to the corresponding class appearing in the right hand column headed "New Class".

PRESENT CLASS

NEW CLASS

Golf Members	=	Playing Members
		Intermediate Members (new)
Life Members	=	Life Members
Provisional Golf Members	=	Provisional Members
Country Golf Members	=	Country Members
Junior Golf Members	=	Junior Members
		Honorary Members (new)
		Temporary Members (new)
		Provisional Members (new)
		Social Members (new)

- (b) (i) Each class of Membership will be open to both sexes. All persons who at the date of the Special Resolution adopting this Constitution were recorded in the Register of Members as Golf Members shall as and from that date be known as Playing Members.

ELIGIBILITY FOR AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

11. (a) Playing Members shall be persons who are of or over the age of 18 years and who have applied for Playing Membership and been elected to that class in accordance with this Constitution. Playing Members shall have full playing rights, the right to stand for election to the Board and Golf Committees, the right to vote at all General Meetings and the right to propose and second applicants for Membership of the Club.
- (b) Intermediate Members shall be persons who are of or over the age of 18 and under the age of 21 years. Intermediate Members shall not be eligible to stand for election to the Board, attend or vote at meetings or propose or second any person for Membership of the Club.
- (c) Social Members shall be persons of or over the age of 18 years who have applied for Social Membership of the Club and who have been elected to that class in accordance with this Constitution. Social Members shall be entitled to use the social facilities and amenities of the Club and shall be entitled to participate in any of the golfing activities at a discounted visitors green fee but cannot participate in competitions unless such competitions are deemed open to visitors of the Club. Social Members shall not be eligible to stand for election to the Board or propose or second any person for Membership of the Club or vote in the election for the Board of the Club.

(d) Junior Members

- (i) Any person being under the age of 18 years and above 9 years and who satisfies the Board that he or she wishes to actively participate in the sport of golf in the Club and from whose parent or guardian the Club receives a written consent (in such form as the Board may determine) to be a Junior Member of the Club and to participate in the sport of golf in the Club may be admitted to Junior Membership of the Club. Such parent or guardian will be required to undertake to the Club to be responsible for the annual subscription and all other moneys payable to the Club in relation to the Junior Member and for the behaviour of the Junior Member.
- (ii) Junior Members shall not be eligible to attend or vote at any meeting of the Club, stand for election to the Board, nominate any person for election to the Board or Membership of the Club or participate in any way in the management of the Club;
- (iii) Junior Members shall only be permitted to enter those parts of the premises of the Club in respect of which an authority has been granted specifying that area as a non-restricted area for the purposes of Section 22 of the Registered Clubs Act.
- (iv) Junior Members will not be able to introduce visitors into the Club or sign any of the Registers for Temporary or Honorary Members or the Club's Guests Register.
- (v) Junior Members shall be entitled to play on the golf course only on those days and times in each week as may be determined by the Board from time to time.

LIFE MEMBERS

- 12
- (a) Any Member who has rendered long and meritorious services to the club may on the recommendation of the Board on account of such service or for any other commendable reason be elected an Honorary Life Member of the Club by four fifths of a majority of those Members present and entitled to vote at an Annual General Meeting of the Club.
 - (b) A person shall not be elected to Honorary Life Membership unless at least fourteen days written notice of intention to elect that person as an Honorary Life Member of the Club shall be given with notice of the Annual General Meeting at which it is proposed to elect such person.
 - (c) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Playing Membership.

HONORARY MEMBERS

13. A person shall not be admitted as an Honorary Member of the Club unless that person is admitted in accordance with the provisions of this Constitution and has the qualifications, as specified in this Constitution, requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
14. The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club;
15. 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.
16. When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (a) the name in full of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary Membership is conferred;
 - (d) the date on which Honorary Membership is to cease.

TEMPORARY MEMBERS

17. 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 from the Club as may be determined from time to time by the Board by By-law pursuant to this Constitution (but being not less than a radius of 5 kilometres from the Club);
 - (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;
 - (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 so attends the premises of the Club until the end of that day.

- (d) Any interstate or overseas visitor.
- 18.
- (a) Temporary Members shall not be required to pay 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;
 - (c) Temporary Members shall not be permitted to introduce guests into the Club;
 - (d) 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;
 - (e) No person under the age of 18 years may be admitted as a Temporary Member of the Club;
 - (f) When a Temporary Member (other than a Temporary Member admitted pursuant to Clause 17.(c)) 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 the temporary Member is granted
 - (iv) the signature of the temporary Member

TRANSFER OF MEMBERSHIP

19. The Board, at its discretion, may on the written application of a Member transfer that Member from any class of Full Membership to another class of Full 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 or her present Membership and the entrance and/or annual subscription applicable to the class of Membership to which he or she desires to be transferred.

ELECTION OF MEMBERS

20. A person shall not be admitted as a Member of the Club other than as an Honorary Member, Temporary Member or Provisional 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. Should a person who has been previously expelled from the Club, make application for Membership of the Club then that application must be considered by the Full Board of Directors. The Board and any election committee may reject any application for Membership without assigning any reason for such rejection.

21. Every candidate for Membership of the Club shall be proposed by one and seconded by another financial Member of at least 12 months standing or a Life Member of the Club to both of whom the candidate shall be personally known.
22.
 - (a) In respect of every proposal for election to Membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution . The form will be signed by the candidate and by the proposer and seconder.
 - (b) The nomination form together with the entrance fee (if any) and the first annual subscription shall be deposited at the office. The Secretary shall cause the name, address and occupation of the candidate and of the candidate's proposer and seconder to be exhibited on the Club Notice Board 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 fourteen (14) days shall elapse between the deposit at the office of the nomination form of a candidate for election and the candidate's election.
23.
 - (a) Upon a person being elected to Membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person.
 - (b) A copy of the Constitution shall be supplied to a Member on request being made to the Secretary of the Club and, (if demanded by the Secretary) on payment of any fee that may be prescribed by the Act.

RESIGNATION AND CESSATION OF MEMBERSHIP

24.
 - (a) A Member may at any time by giving notice in writing to the Secretary resign from Membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
 - (b) If the subscription of any Member shall not be paid within a period of thirty one (31) days from the date upon which it shall fall due for payment the Secretary shall give to the Member in default seven days' written notice within which such subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting Member shall be debarred from all privileges of Membership and his name shall be removed from the register of Members by the Board and he shall be disqualified by the Board from all Club competitions in which he is participating.

PROVISIONAL MEMBERS

25. Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking Membership of the Club and pays to the Club the subscription appropriate to the class of Membership referred to in the nomination form may be granted provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for full Membership of the Club.

26. Should a person who is admitted as a provisional Member not be elected to full Membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that application for full Membership be refused (whichever is the sooner) that person shall cease to be a provisional Member of the Club and the annual subscription submitted with the nomination shall be forthwith returned.
27. A Provisional Member shall be entitled only to the sporting and social facilities and amenities of the Club applicable to the class of Membership which that Provisional Member is seeking to join and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

COUNTRY MEMBERS

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

ANNUAL SUBSCRIPTIONS AND LEVIES

29. The annual subscription payable by Members of the Club shall in each case be such amount as the Board may from time to time determine provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
- (a) The annual subscription shall be payable annually in advance provided that if the Board so determines it may be payable quarterly in advance. The annual subscription shall be due and payable before the first day of July of each year provided however that if the subscription is payable quarterly, the first quarter will be payable before the first day of July and the next quarter will be payable

before the first day of September / first day of January and before the first day of April in each year.

30. (a) Any person elected to Membership of any class after the due date for subscriptions shall pay pro rata for the remaining term.
- (b) On or before the first day of April in each year the Board shall publish the annual subscriptions and entrance fees it proposes to levy for the next financial year of the Club.

PATRONS

31. 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 this Constitution shall remain Honorary Members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

33. 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, unless the person is a Life Member the date on which the person last paid the annual fee for Membership of the Club.
- (b) A register of persons who are Honorary Members and Temporary Members other than Temporary Members referred to in Clause 17.(c). This register shall set forth the name in full and the address of each Honorary Member and each such Temporary Member and where that Member has been admitted to Membership for a limited period, the dates on which the period commences and ends.
- (c) 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 person, the date on that day and the signature of that Member provided always if an entry in this register is made on any day in respect of a person who is a guest of a Member. It is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that Member.

DISCIPLINARY PROCEEDINGS

34. (a) If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution 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 is unbecoming of a Member or which shall render the Member 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 have recorded in the register of Members that the person has ceased to be a Member of the Club provided that:
- (i) Such Member shall be notified of any complaint against him or her pursuant to this provision and of the date time place of the hearing of the complaint by notice in writing sent as a prepaid registered letter posted to the Member's last known address at least fourteen clear days before the meeting of the Board at which such complaint is to be heard.
 - (ii) The Member against whom the complaint is made shall be entitled to attend the hearing for the purpose of answering the complaint and shall also be entitled to submit to the meeting written representations for the purpose of answering the complaint.
 - (iii) No motion by the Board to reprimand, fine, suspend or expel a Member shall be deemed to be passed unless a two-thirds majority of the Members of the Board present in person vote in favour of such motion by way of a secret ballot.
 - (iv) If the Member falls to attend such meeting the complaint may be heard and dealt with and the Board may decide on the evidence before it, the Member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the Member against whom the complaint is made.
 - (v) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) The Secretary shall have power to suspend any Member from Membership of the Club:
- (i) who in the opinion of the Secretary is then intoxicated, violent, quarrelsome or disorderly or
 - (ii) whose presence or conduct on the premises of the Club in the opinion of the Secretary renders the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act.

Any suspension pursuant to this Clause 34.(b) shall be for a period of seven days only and the Secretary shall make a written report of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed;

- (c) In the event that a notice of complaint is issued to a Member pursuant to subparagraph (i) of paragraph (a) of this Clause 34 the Board shall have power to

suspend that Member from all privileges of the Club until the complaint is heard and determined or for five weeks whichever is the sooner. Such suspension shall be notified in writing to the Member concerned.

GUESTS

35. (a) All Members other than Junior Members, Intermediate Members, Provisional Members and Temporary Members shall have the privilege of introducing guests to the Club and when a Member brings a guest to the Club the Member shall complete the Register of Guests as required by this Constitution. No Member shall introduce guests more frequently or in greater numbers than may for the time being be provided by By-Laws, 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 or who is under suspension by the Board of the Club.
- (b) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (c) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
- (d) 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.
- (e) Every guest shall remain in the reasonable company of the Member who introduced that guest into the Club.
- (f) A guest must not remain in the Club longer than the Member who signed that guest into the Club.
- (g) Every Member who introduces a guest into the Club shall complete and sign the Register of Guests in accordance with Clause 33.(c).

BOARD OF DIRECTORS

36. The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of ten (10) Directors of the Club consisting of President, and Vice President, Honorary Secretary and Honorary Treasurer and six (6) Directors.
37. (a) Definitions
In this Clause :-
general meeting means a meeting of the Members of the club at which Directors are to be elected.
triennial rule means the rule of the club that provides for the election of Directors in accordance with this Clause .
year means the period between successive general meetings.

- (b) First General meeting under triennial rule
 - (i) Directors elected at the first general meeting at which triennial rule applies shall be divided into three groups.
 - (ii) The groups :
 - i. Shall be determined by drawing lots and
 - ii. Shall be as nearly as practicable equal number, and
 - iii. Shall be designated as group 1, group 2 and group 3
 - (iii) Unless otherwise disqualified, the Directors
 - i. in group 1 shall hold office for 1 year, and
 - ii. in group 2 shall hold office for 2 years, and
 - iii. in group 3 shall hold office for 3 years.
- (c) Subsequent general meetings
at each general meeting (other than the first such meeting) the number of the Members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for three years.
- (d) Re election - a person whose term of office as a Director expires under the triennial rule expires is not for that reason ineligible for election for another term.
- (e) No Member who is unfinancial or who is under suspension shall be elected to office as a Director or as a Member of any committee.
- (f) No Member under suspension shall be eligible to be elected to any office as a Director during the period of such suspension.

ELECTION OF BOARD

- 38. (a) A Nomination for the election of a Director shall be made in writing and signed by two Life, or Playing Members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination) and shall be lodged with the Secretary not less than seven (7) clear days before the Annual General Meeting and 6.00pm on the seventh clear day prior to the Annual General Meeting shall be the closing time for nominations.
- (b) 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 this provision the order of seniority of offices shall be;
 - (i) Firstly - President
 - (ii) Secondly - Vice President
 - (iii) Thirdly - Honorary Secretary
 - (iv) Fourthly - Honorary Treasurer
 - (v) Fifthly - Six ordinary board Members

- (c) The Secretary shall immediately after the close of nominations post the names of the candidates on the Notice Board.
 - (d) If the number of candidates nominated is less than the number required to fill the positions those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates to fill the remaining positions are nominated at the Annual General Meeting then an election shall be conducted at the Annual General Meeting.
 - (e) In the event of more than the required number of candidates being nominated for any position by the close of nominations an election by ballot shall be conducted at the Annual General Meeting in accordance with By-laws made pursuant to this Constitution.
 - (f) The ballot shall be counted by two or more scrutineers appointed by the Chairman of the Meeting. A candidate for any position shall not be a scrutineer and in the event of an equality of votes in favour of two or more candidates the Chairman of the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
 - (g) The Board may from time to time make such By-laws not inconsistent with this Constitution as they think necessary for the conduct of any election and all matters in connection therewith.
39. (a) No Member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club;
- (b) Any breach of this Clause 39 shall be conduct prejudicial to the interests of the Club for the purposes of Clause 34.(a).

POWERS OF BOARD

40. The Board shall be responsible for the management of the business and affairs of the Club and may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act 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. 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 Chairman elected pursuant to Clause 42 shall 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 an equality of votes the Chairman of the Committee 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 Constitution 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 this Constitution 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 conduct of Members.
 - (v) The privileges to be enjoyed by each category of Members.
 - (vi) The use of the facilities of the Club (including the golf course) by any Member, group or class of Members and any section of the Club established pursuant to paragraph (1) of this Clause 40.
 - (vii) The relationship between Members and Club employees,
 - (viii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or Its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the 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 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.
- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.
- (j)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than Directors, 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.
- (k) To fix the maximum number of persons who may be admitted to each class of Membership of the Club in accordance with this Constitution.
- (l)
 - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being Members of the Club) eligible for Membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for Membership of such sections or any of them and from time to time to prepare or approve and amend rules and

by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

- (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 South Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and the Club will collect from the Members of such section and pay on behalf of the section all capitation fees to any such controlling body or as required by such body. Without limitation of this provision there shall be a section known as Broken Hill Lady Golfers, which shall be responsible for the conduct, management and control of all Ladies golf within the Club.
 - (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 control 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 at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Secretary to the Section or to an office holder of the Section.
 - (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 reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
 - (m) To set the entrance fees and annual or other subscriptions and fees payable by all Members.
41. Any By-law made under this Constitution shall come into force and have the full authority of a By-law of the Club upon being posted on the Notice Board.

PROCEEDINGS OF THE BOARD

42. 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 as Chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then a Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act as Chairman then an ordinary Board Member shall act as Chairman. The quorum for meetings of the Board shall be six (6) Members personally present.
43.
 - (a) The President or the Vice 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.
 - (b) The Secretary or other authorised person shall give notice to all Members of the Board of the time and place of every meeting of the Board.
44. Subject to this Constitution questions arising at any Board meeting 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.
45. 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 this Constitution as the necessary quorum of the Board, the continuing Member or 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.
46. 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.
47. 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.
48. 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 arrangements 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 provided that in accordance with the provisions of Section 231 of the Act the Director declares the

nature of his interest at a meeting of the Board of the Club and the Directors comply with Section 232A of the Act. It shall be the duty of the Secretary to record a declaration pursuant to Section 231 of the Act in the Minutes of the Meeting.

49. 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 231 of the Act.

VACANCIES ON BOARD

50. Subject to the provisions of this Constitution 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 that Member or those Members' period of office and may by ordinary resolution appoint another person or persons in that Member or those Members' stead providing that person or persons so appointed has the qualifications for office and complies with this Constitution. Any person so appointed shall hold office during such time only as the Board Member whose place the person is appointed would have held if the Board Member had not been so removed.
51. The Office of President, Vice President, Honorary Secretary and Honorary Treasurer and Ordinary Board Member shall be automatically vacated if the person holding that office:
- (a) Becomes insolvent under administration referred to in Section 229 (3) of the Act or is convicted of any offence.
 - (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 calendar months without leave of absence from the Board.
 - (e) By notice in writing given to the Secretary resigns that office.
 - (e) Becomes prohibited from being a Member of the Board by reason of any order made under the Act.
 - (f) Ceases to be a Member of the Club.
 - (g) Fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act and this Constitution.
 - (h) Becomes an employee of the Club.
52. If the position of any office becomes vacant the Board shall within three months of the vacancy arising appoint any eligible Member to the Board to fill that vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

53. 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.
54. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than twenty (20) or five percent of the Life and Playing Members (whichever is the lesser) 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 disclose clearly and legibly the name and Membership number of each requisitioner and must be signed by each requisitioner 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.
 - (b) 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 any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
 - (c) In the case of a meeting at which the 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 provision by the requisitionists shall be convened in the same manner 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.
55. 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 the general nature of that business shall be given in the manner hereinafter provided to all Members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court on application of the Member concerned, a Member entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

56. (a) 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 hereinbefore provided the Members of the Board and subject to the Act to appoint an Auditor or Auditors.

- (b) The Board shall on the requisition in writing of not less than fifty (50) or five percent (5%) of the Life and Playing Members:
 - (i) give to Members of the Club entitled to have notice of the next Annual General Meeting sent to them notice of any resolution that may properly be moved and is intended to be moved at that meeting; and
 - (ii) circulate to Members of the Club entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution on the business to be dealt with at that meeting.
 - (c) The Board shall not be bound to give to the Members notice of any resolution or circulate to the Members any statement unless the requisition signed by the requisitioning Members is deposited at the registered office of the Club:
 - (i) in the case of a requisition requiring notice of a resolution - not less than six (6) weeks before the meeting;
 - (ii) in the case of any other requisition not less than one week before the meeting.
57. No business shall be transacted at any General Meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall not be less than twenty five (25) Life and Playing Members.
58. If within thirty (30) 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 a quorum and may transact the business for which the meeting was called.
59. 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 the Vice President shall act as Chairman. If the Vice President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act an ordinary board Member shall be Chairman.
60. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) Members) and in the case of an equality of votes whether on a show of hands or on a poll 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 including an election of a Member or of the Board.

as the proxy of another person.
61. At any General Meeting (unless a poll is demanded) a declaration by the Chairman of the meeting 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.
62. (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 of the meeting 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 Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
63. 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 and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an 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.
64. 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.

GOLF COMMITTEE

65. In each year nominations for the Golf Committee shall be voted upon at the Annual General Meeting after the golf committee has stood down. The Members of the Golf Committee shall only be playing Members.
66. The Golf Committee shall take no part in the management of the Club and shall function as a Sub Committee of the Board and be subject to the directions of the Board.
67. Subject to the directions of the Board the Golf Committee shall have the following powers

- (a) Conduct Golf Members competitions
 - (b) Act as a Match Committee to give rulings upon the Rules of Golf and make Local Rules.
 - (c) Make regulations for and supervise the use of the Golf course
 - (d) Determine the playing rights of Provisional Members
 - (e) Make regulations as to dress and equipment applicable to the golf course
 - (f) Report to the Board on matters concerning the golf course, which ought to be brought to the notice of the Board.
 - (g) Submit such reports to the Board as is required by the Board.
 - (h) Such other powers and functions as the Board may delegate to it
68. (a) Golf Committee shall consist of a President, Captain, Vice Captain and six other golf Members. At any Annual Meeting of Golf Members at which the Golf Committee is to be elected the meeting may be by ordinary resolution which is passed by a majority of not less than three quarters of such Members who being entitled to do so vote in person at such meeting reduce the number of ordinary committee persons to a number less than six.
- (b) The President of the Board shall be the President of the Golf Committee
69. The first Golf Committee shall be those persons so elected at the 2000 Annual General meeting of the Club. Thereafter the Golf Committee shall be elected in accordance with this Constitution. The election of the Golf Committee shall take place after the election of the Board (unless the Board otherwise determines) at a meeting which shall be called the Annual Meeting.
70. The Golf Committee shall have the power at any time and from time to time to appoint any person to the Golf Committee, either to fill a casual vacancy or as an additional Member of the Golf Committee.
71. The office of a Member of the Golf Committee shall be vacant :
- (i) If the Member ceases to be a Golf Member of the Club
 - (ii) Becomes of unsound mind or a person whose estate is liable to be dealt with in any manner under the law relating to mental health;
 - (iii) Resigns his office by notice of writing
 - (iv) For more than three months is absent without leave of the Committee from meetings of the Golf Committee held during that period.
72. The Golf Committee shall cause minutes to be made of the names of Members of the Golf Committee present at all meetings and of all proceedings at all meetings of the Golf Committee. Such minutes shall be signed by the Chairman of the next meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE GOLF COMMITTEE

73. The Golf Committee shall conduct itself in accordance with the provisions governing the proceedings and conduct of the Board.

GENERAL MEETING OF GOLF MEMBERS

74. The business of the Annual Meeting of Golf Members shall receive the reports of the Men's Golf Committee and to elect in the manner hereinbefore provided the Captain, Vice Captain and other Members of the Committee together with such general business relating to the conduct of golf by the Club as shall be placed before the meeting.

LADIES GOLF COMMITTEE

75. Ladies who are golf members shall have the power to elect a Committee which shall comprise a President, Vice President, Captain, Vice Captain, Secretary, Treasurer, Handicapper and five (5) golf members or such number as shall be determined from time to time at any Annual Meeting of ladies who are golf members. The first Ladies Committee shall be those persons so elected at the 2000 Annual Meeting of the Ladies of the Broken Hill Golf and Country Club.
76. In each year a Committee of Ladies shall be elected in the manner prescribed for election of the Golf Committee provided that such committee shall be elected from ladies who are golf members.
77. An Annual Meeting of Ladies who are golf members shall take place as near to possible to the Annual Meeting of golf members at a time and date appointed by the committee. Fourteen days prior notice of such meeting shall be placed on the Club Notice Board.
78. The Ladies Committee shall take no part in the management of the Club and shall not exercise any of the powers of the Board except when such powers as are specifically delegated to it by the Board.

ACCOUNTS AND AUDIT

79. 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.
80. 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.

81. (a) The Board shall, not less than fourteen (14) days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the statements required under Section 292 and 293 of the Act, a copy of the Directors' report required under Section 304 of the Act and a copy of the auditors' report or reports required by Section 332 of the Act, to all Members of the Club entitled to vote and/or attend the Annual General Meeting.
- (b) The Directors' report referred to in paragraph (a) of this Clause 81 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.
82. 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.
83. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

84. (a) At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall hold the Certificate of Registration of the Club and shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.
- (b) The Secretary shall:
- (i) carry out all duties and instructions which the Board shall direct.
 - (ii) convene and attend meetings of the Board and of sub-committees for the purpose of taking Minutes of the business transacted thereat and shall enter them in the Minute Book.
 - (iii) conduct, keep and produce the correspondence in connection with the Club;
 - (iv) keep and maintain at the Club premises all registers of Members showing the particulars required by Clause 33 and a record showing the dates of payment by them of subscriptions, entrance fees and all other moneys due by them.
 - (v) post on the Club Notice Board all notices requiring to be so posted either by this Constitution or any By-law or as directed by the President of the Board;
 - (vi) prepare and submit to the Board for approval the Annual Report of the Club's affairs for presentation to the Annual General meeting;
 - (vii) apply within the times prescribed for such registration and renewals required by Statute or Regulations made thereunder as are necessary for the business and carrying on of the Club and shall comply with such

rules and requirements of the South Australian Golf Association as affect the Club;

- (viii) perform and carry out all the duties pertaining to the office of Secretary for the benefit of the Club and the well being of its Members.

SEAL

- 85. 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 and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

- 86. 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 this Constitution.
- 87. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected 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

- 88. (a) Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
 - (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
 - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.
- (b) Every person who is an officer (as defined in Section 241 of the Corporations Law) of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or a related body corporate) as

such officer unless the liability arises out of conduct involving a lack of good faith.

- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer of the Club against a liability.
 - (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

- 89. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club remaining registered under the provisions of the said Act they shall be inoperative and have no effect.

AMENDMENTS TO THE CONSTITUTION

- 90. Only Playing Members and Life Members shall be eligible to vote on any Special Resolution including a Special Resolution to amend the Constitution.