



Murrumbidgee Country Club Incorporated (Inc)

RULES OF THE CLUB

RATIFIED AT A GENERAL MEETING HELD 28 JUNE 2012

LAST UPDATED 9 NOVEMBER 2021

AMENDMENTS

22 September 2015. **Section 28.1** Amendment passed at Annual General Meeting

Rule	Amendment	Date
<p>Rule 28.1 as follows deleted: Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post to each member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.</p>	<p>Substitute Section 28.1 The Secretary shall display upon the Notice Board at least fourteen days prior to the date of the General Meeting or such other period as allowed under the Act a notice, specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and (if applicable), notice of the intention to propose a resolution as a Special Resolution</p>	22/9/2015

21 November 2017. **Rule 26.1** Amendment passed at Annual General Meeting

Rule	Amendment	Date
<p>Rule 26.1 as follows deleted: The Board shall, at least once in every calendar year and within the period of three months after the end of each financial year of the Club, call an Annual General Meeting of its members.</p>	<p>Substitute Section 28.1 The Board shall, at least once in every calendar year and within the period of five (5) months after the end of each financial year of the Club, call an Annual General Meeting of its members.</p>	21/11/2017

9 November 2021. The following four amendments were passed by the membership changing rules **18.2.4, 19.9, 19.11 & 26.**

Rule	Date
<p>Rule 18.2.4 was changed: Director Golf will be now known as Director Course, giving that position a more relevant title</p>	9/11/2021 SR#2

Amendment	Date
<p>Rule 19.9 was changed:</p> <p>Original - The election of Board members and members of elected committees shall be by secret ballot to be conducted at the Clubhouse during a period that includes two weekends prior to and up to the day of the Annual General Meeting of the Club and conclude at 7.30pm on the day of the Annual General Meeting.</p> <p>New rule- The election of Board members shall be by secret ballot to be conducted at the Clubhouse during a period that includes two weekends prior to and up to and including the day of the Annual General Meeting of the Club and during such times each day as determined by the Board.</p>	<p>9/11/2021 SR #1</p>

Amendment	Date
<p>Rule 19.11 was added:</p> <p>The Board may determine that an electronic voting system that replicates the access, security and confidentiality of the secret ballot requirements of section 19.9 may be used for the election of Board members. In circumstances where a ballot is required and an electronic voting system is to be used, the Board shall issue a notice to members specifying the process and procedures to be adopted including the time period during which such a ballot may be conducted.</p>	<p>9/11/2021 SR #3</p>

Amendment	
<p>Rule 26 be changed by amending section 26.2 and adding sections 26.2.1; 26.2.2 and 26.2.3.</p> <p>Original 26.2 The Annual General Meeting shall, subject to the Act be convened on the date and at the place and time determined by the Board.</p> <p>New 26.2 The Annual General meeting, and any other general meeting called under section 27.1 shall, subject to the Act, be convened on the date and at the place and time determined by the Board.</p> <p>Rules 26.2.1, 26.2.2 & 26.2.3 were added</p> <p>26.2.1 The place for any such meeting shall be at the clubhouse whenever possible or any other physical place necessary to enable attendance by at least a quorum of members present in person or by a member's proxy holder and entitled to vote as required by section 29.</p> <p>26.2.2 Only in circumstances where no physical place may be used because of any social distancing measures, lockdown restrictions or any other restrictions imposed on the Club from time to time, the Board may specify the holding of a virtual meeting whereby the Board, the members and proxy holders wherever located can communicate in real time by electronic means and are deemed to be personally present at the meeting for the purposes of the Rules and the Act.</p> <p>26.2.3 A virtual meeting shall provide the same opportunity for participation by members in all respects as is otherwise available at any meeting personally attended by a member, and the Board shall deploy such technologies as are available to enable the conduct of and communication between participants at the meeting by electronic means in real time. The Board shall include in any notice to be given to members in relation to the holding of any virtual meeting all necessary information in respect of, but not limited to, the conduct of such a meeting, a member's or proxy holder's participation to speak at the meeting and to facilitate the recording of any voting requirements. The Board may provide suitable By-laws setting out all relevant information necessary in respect of the holding of virtual meetings.</p>	<p>9/11/2021 SR#4</p>

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MURRUMBIDGEE COUNTRY CLUB INC

RULES OF THE CLUB

PART A. PRELIMINARY

1. The name of the Association (hereinafter called “the Club”) is “Murrumbidgee Country Club Inc”.

2. DEFINITIONS

In these rules:

- Financial year means the year ending on 30 June
- The Act means the *Associations Incorporation Act 1991*
- “Gaming Act” means the *Gaming Machine Act 2004 (ACT)*
- Annual General Meeting means a general meeting of members
- The Board means the Board of Directors elected by the Club members.
- Ordinary Director means a member of the Board who is not an office-bearer
- Member means a member, however described, of the Club
- “Members for Life” are those members who paid the fee set by the Board by special resolution and who are relieved from paying any further annual fee.
- “Club” means the Murrumbidgee Country Club Inc
- The regulation means the *Associations Incorporation Regulation 1991*
- Secretary means the person holding office under these rules as Secretary of the Club, or, if no such person holds that office, public officer of the Club
- The Club Manager is the person contracted by the Board to manage the day to day activities of the Club and who may be appointed as the public officer

3. OBJECTS

The Objects of the Club are to:

- 3.1. promote and conduct the game of golf and any other such sporting activities and amusements, entertainments, pastimes and recreations indoors and outdoors as the Club may deem appropriate.
- 3.2. construct, provide and maintain and conduct the golf course playing areas, grounds and facilities as the Club may determine and to construct, provide, establish, conduct, furnish and maintain clubhouses and other buildings containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.

4. POWERS

Solely for the purpose of carrying out the aforesaid objects and not otherwise, the Club shall have the following powers:

- 4.1. To purchase, lease or otherwise acquire and hold any property, easements, rights or privileges which the Club may think requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club and to sell, convey transfer, assign, mortgage give in exchange or dispose of the same.
- 4.2. To construct, maintain and alter any building or work necessary or convenient for the purposes of the Club.
- 4.3. To raise money by nomination fee, subscriptions and the payments payable by members, donations, sponsorships and other related means.
- 4.4. To become a member of and cooperate with any other club, association or organisation, whose Objects are altogether or substantially similar to those of this Club. The Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by the provisions of these Rules.
- 4.5. To affiliate with the appropriate golf or other sporting associations and to arrange for the representation of the Club at any corporation body or bodies formed for the purposes of promoting and controlling golf, or other games, sports and pastimes.
- 4.6. In furtherance of the objects of the Club to buy, hire, prepare, make, supply, sell and deal in all kinds of equipment and all apparatus and pastimes; and all kinds of liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting the grounds, clubhouse or premises of the Club subject to the provisions of the Liquor Act 2010 (ACT).
- 4.7. To make, draw, accept, endorse, discount and execute and to issue Promissory Notes, Bills of Exchange, Debentures or other transferable or negotiable instrument of any description.
- 4.8. To borrow and secure the payment of money in such manner as the Board shall think fit, in particular by the issue of Debentures or other transferable or negotiable instruments of any description.
- 4.9. To insure against damage by fire or otherwise any insurable property of the club and to insure any servant of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurance for the purposes of indemnifying the Club in respect of any risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person and to grant pensions and allowances to pay premiums or other amounts on such insurance funds, pensions or allowances.
- 4.10. To make donations to charitable, benevolent or patriotic purposes.
- 4.11. To invest and deal with moneys of the Club not immediately required upon securities, and in such manner as from time to time be determined, and to sell, dispose of, or otherwise realise or deal with any such securities.
- 4.12. To enter into contracts of employment or other contracts with all classes of persons considered necessary for the purposes of the Club and to pay to

them and to other persons in return for services rendered to the Club, salaries, wages, gratuities, fees and pensions.

- 4.13. To sell, improve, manage, develop, exchange, lease, mortgage, sublet, dispose of, to account or otherwise deal with all or any part of the property or rights of the Club, provided that no portion of the Club premises, which are the subject of a certificate of registration under any licensing Act shall be leased without the consent of the relevant licensing authority being obtained.
- 4.14. To do any or all of the above-mentioned things whether singularly or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agents, contracts, trustees or otherwise.
- 4.15. To make application for and obtain the relevant licences required under the Liquor Act 2010 and Gaming Machine Act 2010 to sell liquor and to operate poker machines, and from time to time apply for and obtain a renewal of such licences.
- 4.16. To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Club.
- 4.17. To appoint any person or persons to accept and to hold in trust for the Club any property belonging to the Club or in which it is interested and to execute and to do all such deeds, instruments, acts and things as may be necessary to vest same in such person or persons.

Part B MEMBERSHIP

5. MEMBERS

A person is a member if the person has:

- 5.1. been nominated for membership in accordance with section 10
- 5.2. been approved for membership of the Club by the Board
- 5.3. paid any nomination or annual fee set by the Board
- 5.4. had their name entered in the Register of Members

6. RIGHTS OF MEMBERS

- 6.1. Financial Full Golf Members (Voting) shall be the only members of the Club entitled to:
 - 6.1.1. vote at meetings of the Club
 - 6.1.2. vote in elections of members of the Board
 - 6.1.3. hold any elected office in the club
- 6.2. Unless specified in these Rules, the rights and privileges of every class of membership to use the golfing and any other facilities of the Club shall be as the Board may determine from time to time.
- 6.3. A right, privilege or obligation that a person has as a member of the Club:
 - 6.3.1. cannot be transferred or transmitted to another person
 - 6.3.2. terminates on cessation of the person's membership.

7. REGISTER OF MEMBERS

- 7.1. The Club shall keep a register of members. The register will include the name and address of each member, the date each person became a member of the Club and the date (if any) each member ceased to be a member of the Club.

8. MEMBERSHIP CATEGORIES

- 8.1. The membership categories are set out below in column 1 of Table A and the classes of membership within each category are set out in column 2 of Table A. The Board may review the classes of membership from time to time and report on this and any relevant By-Law at the Annual General Meeting.
- 8.2. A member may apply to the Board not more than once in any financial year to change his or her class of membership. The member is not entitled to a refund of subscriptions paid. A member may regain his or her former membership entitlement on application to and agreement by the Board.
- 8.3. Any playing member who has good and sufficient reason may apply to the Board not more than once in any financial year to have his or her membership rights placed in abeyance and become a non-playing member. A non-playing member shall pay a fee according to the non-playing category determined from time to time by the Board. A non-playing member may regain his or her former membership entitlements on application to and agreement by the Board.

Table A

Category	Classes
<p>Full Golf Membership (Voting)</p> <ul style="list-style-type: none">• Eligible to play in Club competitions• Golf Australia Handicap established and maintained• No green fees payable	<p>Life Members</p> <p>7 and 5 day playing members</p> <p>Members for Life</p>
<p>Golf Membership (non Voting)</p> <ul style="list-style-type: none">• Eligible to play in Club competitions• Golf Australia handicap established and maintained• No green fees payable	<p>Members under the age of 22 years receiving annual fee concessions</p> <p>Staff members</p> <p>Dormant members</p> <p>Absentee members</p>
<p>Social members (non Voting)</p> <ul style="list-style-type: none">• Not eligible to play in Club competitions	<p>Social members</p> <p>Honorary members</p> <p>Non-playing members</p>

<ul style="list-style-type: none"> • No GA handicap maintained 	
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9. LIFE MEMBERSHIP

- 9.1. Life Membership may be granted in recognition of at least ten years outstanding and sustained service to the Club. On the recommendation of the Board, but not otherwise, the Club may elect any Full Golf Member to be a Life Member.
- 9.2. A resolution to elect such a member as a Life Member shall be passed by two-thirds majority of those eligible members voting
- 9.3. A person elected as a Life Member shall be relieved from paying any subscriptions or levies but shall have all rights of Full Golf Members.
- 9.4. Nominations for Life Membership must comply with the requirements as set out from time to time in the By-laws.

10. NOMINATION FOR MEMBERSHIP

- 10.1. A nomination for membership of the Club must be made by a member of the Club in writing on the nomination form and must be lodged with the Secretary of the Club.
- 10.2. As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board. The Board must decide whether to approve or to reject the nomination.
- 10.3. If the Board approves a nomination for membership, the Secretary must, as soon as practicable after that decision, notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable as determined by the Board from time to time.
- 10.4. The Secretary must, on payment by the nominee of the amounts mentioned above, enter the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a member of the Club.

11. CESSATION OF MEMBERSHIP

A person shall cease to be a member of the Club if the Member:

- 11.1. dies
- 11.2. resigns from membership of the Club
- 11.3. is expelled from the Club
- 11.4. fails to renew membership of the Club
- 11.5. is a corporation that is wound up.

12. RESIGNATION OF MEMBERSHIP

A member is not entitled to resign from membership of the club except in accordance with this section.

- 12.1. A member who has paid all amounts payable by the member to the club may resign from membership of the club by first giving notice (of not less than one month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- 12.2. If a person ceases to be a member, the Secretary must make an appropriate entry in the Register of Members recording the date the member ceased to be a member.

13. FEES, SUBSCRIPTION

- 13.1. The nomination fee is any amount that has been determined by resolution of the Board.
- 13.2. The annual membership fee of the Club is any amount that has been determined by resolution of the Board.
- 13.3. The annual membership fee is payable:
 - 13.3.1. except as provided by paragraph 13.3.2 before 1 July in each calendar year; or
 - 13.3.2. before 1 July in each succeeding calendar year if a person becomes a member on or after 1 July in any calendar year.
- 13.4. The determination of nomination fee and annual membership shall be notified to members at least one month prior to the commencement of the financial year in which the new fee and subscription schedule is to apply.
- 13.5. There shall be payable such other amounts as may be prescribed from time to time approved by the Board as one-off payments for specific purposes without the approval of a general meeting of the club.
- 13.6. If any member is in arrears with their annual membership fee for a period of one month after it becomes due, that member is not eligible to play in a club competition until the fee is paid. Use of the course will also be subject to a payment of a Green Fee until the subscription is paid.
- 13.7. If the annual membership fee, or any part of the annual fee of any member of any class, is not paid within a period of eight weeks after it becomes due, the Secretary, under instructions from the Board, will remove the member's name from the Register.
- 13.8. The Secretary may restore to the Register of Club Members the name of any member upon payment of all arrears, subject to vacancies existing at that time within each class of membership.

14. MEMBERS' LIABILITIES

- 14.1. The liability of the Members is limited.
- 14.2. Each Member undertakes to contribute to the assets of the Club, in the event of its being wound up while he or she is a Member or within one year

after he or she ceased to be a Member, for payment of the debts and liabilities of the Club contracted before he or she ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two dollars (\$2).

15. DISCIPLINE

- 15.1. If the Board is of the opinion that a member
- 15.1.1. has persistently refused or neglected to comply with a provision of the Club rules or
 - 15.1.2. has persistently and willfully acted in a manner prejudicial to the interests of the Club,
- the Board may, by resolution
- 15.1.3. censure the member
 - 15.1.4. expel the member from the club or
 - 15.1.5. suspend the member from the rights and privileges of membership of the club that the Board may decide for a specified period.
- 15.2. A resolution of the Board under subsection 15.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under subsection 15.3, confirms the resolution in accordance with this section.
- 15.3. If the Board passes a resolution under subsection 15.1, the Secretary must, as soon as practicable, serve a written notice on the member
- 15.3.1. setting out the resolution of the Board and the grounds on which it is based
 - 15.3.2. stating that the member may address the Board at a meeting to be held not earlier than 7 days and not later than 21 days after service of the notice
 - 15.3.3. stating the date, place and time of that meeting and
 - 15.3.4. informing the member that the member may do either or both of the following
 - 15.3.4.1. attend and speak at that meeting
 - 15.3.4.2. submit to the Board at or before the date of that meeting written representations relating to the resolution.
- 15.4. Subject to the Act, section 50, at a meeting of the Board mentioned in subsection 15.2, the Board must
- 15.4.1. give the member an opportunity to make oral representations
 - 15.4.2. give due consideration to any written representations submitted to the Board by that member at or before the meeting
 - 15.4.3. by resolution decide whether to confirm or to revoke the resolution of the Board made under subsection 15.1

- 15.5. If the Board confirms a resolution under subsection 15.4, the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 15.
- 15.6. A resolution confirmed by the Board under subsection 15.4 does not take effect:
 - 15.6.1. until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - 15.6.2. if within that period the member exercises the right of appeal – unless and until the Club confirms the resolution in accordance with section 15.4.

16. RIGHT OF APPEAL OF A DISCIPLINED MEMBER

- 16.1. A member may appeal to the club at a general meeting against a resolution of the Board that is confirmed under the foregoing procedure by lodging written notice to the Secretary within 7 days after notice of the resolution is served on the member.
- 16.2. On receipt of a notice under this paragraph the Board must call a general meeting of the Club to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- 16.3. Subject to Section 50 of the Act, at a general meeting of the Club called under this paragraph:
 - 16.3.1. no business other than the question of the appeal may be transacted; and
 - 16.3.2. the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - 16.3.3. the members present must vote by secret ballot on the question of whether the disciplinary resolution should be confirmed or be set aside.
- 16.4. If the meeting passes a special resolution in favour of the confirmation of the disciplinary resolution that resolution is confirmed. The decision of the general meeting is final.

PART C BOARD OF DIRECTORS

17. POWERS OF THE BOARD

- 17.1. The Board, subject to the Act, the Regulations, these Rules, the Gaming Act and to any resolution passed by the Club in general meeting
 - 17.1.1. controls and manages the affairs of the Club and is required to exercise powers and discharge duties in good faith in the best interests of the club and for a proper purpose; and
 - 17.1.2. may exercise all the powers that may be exercised by the Club other than those functions that are required by these rules to be exercised by the Club in general meeting; and

- 17.1.3. has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

18. COMPOSITION OF THE BOARD

- 18.1. There shall be a Board of Directors of the Club comprising nine members.
- 18.2. The Board of Directors shall consist of:
 - 18.2.1. President
 - 18.2.2. Vice President
 - 18.2.3. Director Finance
 - 18.2.4. Director Course
 - 18.2.5. Director House
 - 18.2.6. Men's Captain
 - 18.2.7. Women's Captain
 - 18.2.8. Director
 - 18.2.9. Director
- 18.3. Subject to the Rules, each Director, including those appointed under subsection (4) shall hold office until the conclusion of the Annual General Meeting following the date of the member's election (or appointment) but is eligible for re-election (or election).
- 18.4. If there is a vacancy in the membership of the Board, the Board may appoint a member of the Club to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.

19. ELECTION OF BOARD

- 19.1. The election of the Board members and members of any elected committees shall be supervised and controlled by a Returning Officer, who is to be appointed by the Board before nominations are called.
- 19.2. The Secretary shall call for nominations of members entitled to vote as candidates for membership of the Board through a notice on the general notice board specifying the positions for which nominations are required and the closing date of such nominations.
- 19.3. Nomination of candidates for election as Directors:
 - 19.3.1. must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - 19.3.2. must be lodged with the Secretary before 6.00 pm on the day set for the closing of nominations.
- 19.4. The Returning Officer will
 - 19.4.1. check the eligibility of candidates and nominators
 - 19.4.2. exhibit on the general noticeboard particulars of all nominations received in alphabetical order against each position

- 19.4.3. prepare a ballot paper for all positions for which a ballot is necessary, listing candidates in alphabetical order.
- 19.5. Positions on the Board shall be filled in the order listed in 18.2
- 19.6. If only one valid nomination has been received for the position, that nominee is taken to be elected.
- 19.7. If more than one valid nomination has been received for the position, a ballot must be held for that position.
- 19.8. If no valid nominations have been received for the position, or the nominee has already been elected to a higher position, the position will be taken to be vacant and may be filled in accordance with 18.4.
- 19.9. The election of Board members shall be by secret ballot to be conducted at the Clubhouse during a period that includes two weekends prior to and up to and including the day of the Annual General Meeting of the Club and during such times each day as determined by the Board.
- 19.10. A person is not eligible to simultaneously hold more than one position on the Board.
- 19.11. The Board may determine that an electronic voting system that replicates the access, security and confidentiality of the secret ballot requirements of section 19.9 may be used for the election of Board members. In circumstances where a ballot is required and an electronic voting system is to be used, the Board shall issue a notice to members specifying the process and procedures to be adopted including the time period during which such a ballot may be conducted.

20. SECRETARY

- 20.1. The Board shall appoint a person as Secretary of the Club pursuant to the Act.
- 20.2. The Secretary shall hold office upon such terms and conditions as determined by the Board.
- 20.3. The Secretary shall hold office for a period determined at the discretion of the Board that shall be no longer than the next Annual General Meeting following the appointment but shall be eligible for re-appointment.
- 20.4. The Secretary shall, as soon as practical after appointment, notify the club of his or her personal details as required under the Act.
- 20.5. The Secretary shall:
 - 20.5.1. give notice to Directors of all Board meetings and to members of all general meetings.
 - 20.5.2. keep minutes of proceedings of all Board and general meetings. These minutes must be signed by the person presiding at the meeting or by the person presiding at the next meeting.
 - 20.5.3. keep records of all elections and appointments of Directors.
 - 20.5.4. keep records of the names of all Directors and members present at Board and general meetings.
 - 20.5.5. maintain a current Register of Members
 - 20.5.6. perform the functions of the Secretary as set out in these Rules and the Act, and

20.5.7. carry out other duties as directed by the Board.

21. REMOVAL OF DIRECTORS

21.1. The Club in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of Board member before the end of the member's term of office.

21.2. A person who replaces a Director removed under this section shall be deemed to have assumed the position on the same date as the Director was removed and shall retire at the next Annual General Meeting but shall be eligible for re-election in accordance with these Rules.

22. VACANCY ON THE BOARD

22.1. For the purposes of these Rules, a vacancy on the Board occurs if a Director:

22.1.1. dies, or

22.1.2. ceases to be a member of the Club; or

22.1.3. resigns the office; or

22.1.4. is removed from office under section 21; or

22.1.5. becomes bankrupt or personally insolvent:

22.1.6. suffers from mental or physical incapacity; or

22.1.7. is disqualified from office under the Act, section 63(1); or

22.1.8. is subject to a disqualification order under the Act section 63;

22.1.9. without the consent of the Board, is absent from three consecutive meetings of the Board.

22.2. A person who is a Director ceases to be a Director upon and by virtue of that person becoming an employee of the Club.

23. BOARD MEETINGS

23.1. The Board must meet at least once in each calendar month.

23.2. A majority of Directors constitutes a quorum.

23.3. No business may be transacted unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a date and time to be determined.

23.4. The President, or in his/her absence the Vice President, will perform the duties of chairperson.

24. DELEGATION BY BOARD TO COMMITTEES

24.1. In addition to the four standing committees named below, the Board shall have the power to create other committees and to fix, define, determine and alter their duties, responsibilities, powers, size and limitations. Each committee shall be responsible to the Board for its actions, which shall be subject to review by the Board at all times.

- 24.2. The four standing committees are:
 - 24.2.1. Greens and Grounds
 - 24.2.2. House
 - 24.2.3. Men's Match Committee
 - 24.2.4. Women's Match Committee
- 24.3. The duties, responsibilities, powers, size and limitations of committees are as set out in the By-laws.
- 24.4. The President or his or her delegate shall be an ex officio member of all committees.
- 24.5. The committees appointed by the Board shall exercise powers and functions and perform its duties as the agent of the Board, and in exercising those powers and functions and the performance of those duties shall be subject to the control of the Board and shall comply with such directions as may, from time to time, be given by the Board.
- 24.6. Any member appointed to a committee shall, unless appointed for a shorter period, or that person's appointment is revoked sooner by the Board, hold office until the next Annual General Meeting following the date of appointment.

25. VOTING AND DECISIONS

- 25.1. Questions arising at a meeting of the Board or any committee shall be determined by a majority of the votes of the Directors or committee members present at the meeting.
- 25.2. Each Director present at a meeting or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

PART D – GENERAL MEETINGS

26. ANNUAL GENERAL MEETING

- 26.1. The Board shall, at least once in every calendar year and within the period of five (5) months after the end of each financial year of the Club, call an Annual General Meeting of its members.
- 26.2. The Annual General meeting, and any other general meeting called under section 27.1 shall, subject to the Act, be convened on the date and at the place and time determined by the Board.
 - 26.2.1. The place for any such meeting shall be at the clubhouse whenever possible or any other physical place necessary to enable attendance by at least a quorum of members present in person or by a member's proxy holder and entitled to vote as required by section 29.
 - 26.2.2. Only in circumstances where no physical place may be used because of any social distancing measures, lockdown restrictions

or any other restrictions imposed on the Club from time to time, the Board may specify the holding of a virtual meeting whereby the Board, the members and proxy holders wherever located can communicate in real time by electronic means and are deemed to be personally present at the meeting for the purposes of the Rules and the Act.

- 26.2.3 A virtual meeting shall provide the same opportunity for participation by members in all respects as is otherwise available at any meeting personally attended by a member, and the Board shall deploy such technologies as are available to enable the conduct of and communication between participants at the meeting by electronic means in real time. The Board shall include in any notice to be given to members in relation to the holding of any virtual meeting all necessary information in respect of, but not limited to, the conduct of such a meeting, a member's or proxy holder's participation to speak at the meeting and to facilitate the recording of any voting requirements. The Board may provide suitable By-laws setting out all relevant information necessary in respect of the holding of virtual meetings.
- 26.3. In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
 - 26.3.1. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting; and
 - 26.3.2. to receive and consider the Annual Financial report, Directors' Reports and Auditor's report that are required to be submitted to members under the Act and
 - 26.3.3. to receive from the Board, reports on the activities of the Board during the last preceding Club year; and
 - 26.3.4. to elect Directors of the Board, including office bearers; and
 - 26.3.5. to appoint an Auditor.
- 26.4. An annual general meeting must be specified as such in the notice calling it in accordance with section 27 (Notice).

27. GENERAL MEETINGS – CALLING OF

- 27.1. The Board may, whenever it considers appropriate, call a general meeting of the Club.
- 27.2. The Board shall convene a general meeting within one month of a request if:
 - 27.2.1. any three directors request such a meeting
 - 27.2.2. no less than twenty-one members who are voting members request a meeting.
- 27.3. A requisition of members for a general meeting:
 - 27.3.1. must state the purpose or purposes of the meeting; and
 - 27.3.2. must be signed by the members making the requisition; and
 - 27.3.3. must be lodged with the Secretary; and
 - 27.3.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- 27.4. If the Board fails to call a general meeting within one month after the date when a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.
- 27.5. A general meeting called by a member or members mentioned in 27.4 must be called as nearly as is practicable in the same way as general meetings are called by the Board, and any member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

28. NOTICE

- 28.1. The Secretary shall display upon the Notice Board at least fourteen days prior to the date of the General Meeting or such other period as allowed under the Act a notice, specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and (if applicable), notice of the intention to propose a resolution as a Special Resolution
- 28.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- 28.3. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except for an Annual General Meeting, business that may be transacted under section 26(3).
- 28.4. A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting after receipt of the notice from the member.

29. GENERAL MEETINGS – PROCEDURE AND QUORUM

- 29.1. No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 29.2. Forty voting members present in person shall constitute a quorum.
- 29.3. A voting member is not entitled to vote at any general meeting of the Club unless all money due and payable by that member to the club has been paid.
- 29.4. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (not being less than three) shall be a quorum.

- 29.5. At general meetings of the Club:
- 29.5.1. the President, or in the absence of the President, the Vice President shall preside
 - 29.5.2. the members present shall elect one of their number to preside at the meeting if the President or Vice President are absent.
- 29.6. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of voting members present at the meeting, adjourn the meeting, from time to time and place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting at which the adjournment took place.
- 29.7. If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 29.8. Except as provided in subsections 29.6 and 29.7, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. MAKING OF DECISIONS

- 30.1. A question arising at a general meeting of the Club is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 30.2. At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 30.3. If the poll is demanded at a general meeting, the poll must be taken;
- 30.3.1. immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - 30.3.2. in any other case – in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. VOTING

- 31.1. Subject to subsection 30.3 on any question arising at a general meeting of the Club a member has one vote only.
- 31.2. All votes must be given personally or by proxy but no member may hold more than five proxies.
- 31.3. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

- 31.4. A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable for the then current year.

32. APPOINTMENT OF PROXIES

- 32.1. Each member is entitled to appoint up to and including five proxies by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 32.2. The notice appointing the proxy must be in writing on the form provided by the Club from time to time.

PART E – MISCELLANEOUS

33. BY-LAWS

- 33.1. The Board shall have the power, from time to time, to make, alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular but not exclusively, they may by such by-laws regulate:
- 33.1.1. management and control of all golfing competitions
 - 33.1.2. purchasing procedures
 - 33.1.3. membership of committees
 - 33.1.4. dress standards
 - 33.1.5. playing rights
 - 33.1.6. club member of the year
 - 33.1.7. classes of membership.
- 33.2. All by-laws shall be displayed on the Notice Board as soon as practicable after they are made
- 33.3. A by-law shall, so long as it is in force, be binding upon all Members and all persons entitled to use the premises or property of the Club but may be set aside by a resolution of a general meeting.

34. FUNDS

- 34.1. The Director Finance is required to:
- 34.1.1. ensure the General Manager and delegated club staff collect and receipt all mounds owing to the Club and make all payments authorized by the Club
 - 34.1.2. ensure that correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the club are maintained
 - 34.1.3. prepare and present budget and financial reports as required by the Board.

- 34.2. The income of the Club shall be applied solely towards promotion of the Objects of the Club and no part of the income shall be paid or transferred directly or indirectly to the Members by way of profit.
- 34.3. Nobody, whether or not a member of the club, will directly or indirectly derive a benefit from the club other than a benefit that:
 - 34.3.1. is available equally to all voting members of the club; or
 - 34.3.2. arises under an agreement in which the parties are dealing with each other at arm's length; or
 - 34.3.3. is given to a member under a resolution passed at a general meeting of voting members.
- 34.4. The funds of the Club must be derived from nomination fees, annual subscriptions, donations, sponsorships and any other sources that the Board decides.
- 34.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members authorised to do so by resolution of the Board.
- 34.6. All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 34.7. The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 34.8. The Club must keep accounting records that correctly record and explain the transactions and the financial position of the Club.
- 34.9. The annual financial statements of the Club shall be audited by a qualified professional accounting firm or accountant duly appointed in accordance with 26.3.5.
- 34.10. In accordance with the Act, at each annual general meeting the audited statement of the Club's accounts in respect of the most recently ended financial year of the Club shall be presented, including a copy of the auditor's report to the Club and a report signed by two members of the Board stating:
 - 34.10.1. the name of each member of the Board during the most recently ended financial year
 - 34.10.2. the principal activities of the Club during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year
 - 34.10.3. the financial position and net profit or loss of the Club for the most recently ended financial year.

35. ALTERATION OF CONSTITUTION

- 35.1. Subject to the Act, the Club may modify or alter the Constitution by Special Resolution formally considered and adopted by a general meeting.
- 35.2. The Board shall have the power to amend the Constitution if directed to do so by the ACT Gambling and Racing Commission under section 148B of the *Gaming Machine Act* without the formal consideration of the voting members of the Club. Members must be advised of any change to the Constitution made under this provision within one month of the change being made.

36. COMMON SEAL

- 36.1. The common seal of the Club must be kept in the custody of the Secretary.
- 36.2. The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the Secretary.

37. CUSTODY OF BOOKS

- 37.1. Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

38. INSPECTION OF BOOKS

- 38.1. The records, books and other documents of the Club must be open to inspection at a place in the ACT, free of charge, by a member of the Club at any reasonable hour.

39. SERVICE OF NOTICE

- 39.1. For these rules, a notice may be served by, or on behalf of, the Club upon any member:
 - 39.1.1. by being served personally upon the member or
 - 39.1.2. by being delivered to or sent by prepaid post to the member at his or her address shown in the Register of Members.
- 39.2. Where a notice is sent to a person by prepaid post, unless the contrary is proved, it shall be taken, for the purposes of these Rules, to have been served on the person at the time at which the notice would have been delivered in the ordinary course of the post.
- 39.3. Any notice to be given to Members or a category of members generally, may be given by being placed on the notice board.