



ROSNAY GOLF CLUB LIMITED
ARTICLES OF ASSOCIATION

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VERSION CONTROL

Version	AGM Year	Changes
1.00	2008	Revised and Rewritten Articles of Association Passed
1.01	2010	Election of Board of Directors changed from Bi-annual to Annual. Article 21 b) c).
1.02	2015	Period of notices of business to be presented at AGM changed from 28 days to 7 days. Article 26 b). Closing period of director nomination changed from 21 days to 7 days. Article 17 c).
1.03	2016 (12/03/2017)	<p>Period of membership for nominating for position on the Board of Ordinary Director reduced to twenty four (24) months. President, Vice President and Treasurer retained at 36 months. Article 3 a) ii) and iii) and 3 b).</p> <p>Honorary membership to include the Golf Course Superintendant and the Resident Golf Professional with full golfing rights. Article 5 a) iii) and b).</p> <p>Election notices can be emailed or posted to members. Article 17 f) ii).</p> <p>The number of Directors required for a quorum changed to the number of Directors elected to the board plus one (1), rounded up. Article 24 a).</p> <p>Deleted the requirement to provide a copy of the Balance Sheet, Profit and Loss Account and Auditor's Report accompanied by a copy of the report of the Board to be served personally or by post to each member entitled to attend and vote and replaced with a requirement to make these reports available in the club or emailed on request. Article 28 f).</p>

**ROSNAY GOLF CLUB LIMITED
ARTICLES OF ASSOCIATION**

CORPORATIONS LAW

**A Company Limited by Guarantee
and not having a Share Capital**

**ARTICLES OF ASSOCIATION
(Constitution)**

of

ROSNAY GOLF CLUB LTD

ABN: 36 000 507 764

ROSNAY GOLF CLUB LIMITED
ARTICLES OF ASSOCIATION

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1 DEFINITIONS AND INTERPRETATIONS

In these Articles unless there be something in the subject of context inconsistent therewith:

“The Act” means the Corporations Law, 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

“Annual General Meeting” means the Annual General Meeting held each year as required by the Act and these Articles.

“Board” means the Directors of the Club.

“By-laws” means the By-laws of the Club for the time being in force. It means & includes the Rules of the Club and the Rules of Golf.

C.E.O. shall mean that officer formerly known as the Secretary.

“Club” means Rosnay Golf Club Limited ABN 36000507764

Member means a person who has paid such joining fees applicable to the category of membership they have applied for as listed in Article 2 c).

“Month” means calendar month.

“Notice Board” means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

“Office of the Club” means the Registered Office for the time being of the Club. “Officer” means an officer as defined in Section 5 (1) of the Act.

“Register” means the Register of Members kept pursuant to the Act and the Registered Clubs Act.

“Registered Clubs Act” means the Registered Clubs Act, 1976 (as amended).

“Special Resolution” has the meaning assigned thereto by the Act.

“Written” or “in writing” includes printing lithography and other modes of reproducing or representing words in a visible form.

Words importing the singular number include the plural and vice versa. Words importing any gender include every other gender.

References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulations as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.

These Articles shall for the purposes of the Registered Clubs Act and for all purposes deemed to be the rules of the Club.

The headings contained herein have been inserted for convenience only and shall not define, limit, construe or describe the scope or intent of any of the clauses in these Articles nor limit or govern the construction of these Articles.

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2 MEMBERSHIP

- a) The number of Full members of the Club shall not exceed the maximum permissible under the Registered Club's Act.
- b) No person under the age of 18 years shall be admitted as a member of the Club except as a Junior Golfing Member in accordance with these Articles.
- c) Ordinary membership of the Club shall consist of the following classes or classifications:
 - i) Golfing Members – Including Life Members
 - ii) Junior Golfing Members
 - iii) Social Members
 - iv) Honorary Members
 - v) Temporary Members
 - vi) Such other persons as the Board shall admit to membership in accordance with these Articles.

Each class of Membership shall be open to both sexes.

3 ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

- a) Only the following members shall be eligible to be elected to the Board of the Club:
 - i) Life members
 - ii) Golfing members who have been financial members of the Club for a period of at least thirty six (36) consecutive months prior to nominating for election to the Board for the positions of President, Vice President or Treasurer;
 - iii) Golfing members who have been financial members of the Club for a period of at least twenty four (24) consecutive months prior to nominating for election to the Board for the position of Ordinary Director; and
- b) Only Life Members or Golfing members who have been members of the Club for a period of at least thirty six (36) consecutive months prior to nominating for election to the Board will be eligible to stand for or be elected or appointed to the office of President, Vice President and Treasurer. Golfing members and Life members who have been members of the Club for a period of at least twenty four (24) consecutive months prior to nominating for election to the Board will be eligible to stand for or be elected or appointed to the office of Ordinary Director provided that a minimum of two (2) Ordinary Directors are Golfing or Life members and further provided that the Board shall at all times comprise a majority of Golfing and/or Life members.
- c) No member of the Club who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board or any of its sub-committees.
- d) No member under suspension shall be eligible to be elected to office or perform duties as a director or member of any committee of the club. Members under suspension are not permitted to vote or attend meetings or the Annual General Meeting of the Club.
- e) Only Golfing members and Life members shall be eligible to vote on a Special Resolution to alter, amend or add to the Memorandum of Association or these Articles.
- f) Provisional Golfing members shall have such playing rights and use of the Club's facilities as determined by the Board from time to time.

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- g) Social members shall have no playing rights but shall be entitled to the full use of the Club's social facilities and the Club House.

4 CLASSES OF MEMBERSHIP

- a) "Golfing Member" shall mean a person who having been elected a Golfing Member shall have paid the entrance fee and the applicable annual subscription for the then current financial year. A Golfing Member shall be entitled to all the playing and social privileges and advantages of the Club and shall be entitled to attend and vote at any General meetings of the Rosnay Golf Club.
- b) "Social Member" shall mean a person who having been elected a Social Member shall pay the entrance fee (if any) and the applicable annual subscription for the then current financial year.
- c) A Social Member shall be entitled only to the social privileges and advantages of the Club and shall not be entitled to attend and vote at any General meetings of the Club.
- d) "Junior Golfing Member" shall mean a person under the age of eighteen [18] years who having been elected a Junior Member shall pay the entrance fee and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act, a Junior Golfing Member shall be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at any meetings of the Club.
- e) "Life Member" shall mean any member who may, in consideration of long or meritorious service to the Club or any other commendable reason, be elected at any general meeting by two-thirds of the members present and entitled to vote as a Life Member of the Club provided that such nomination is made in writing by two Golfing or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such a nomination. Eligibility shall be a minimum of 30 years continuous Golfing Membership and services to the Club Ltd. by virtue of Committee services and/or Honorary Positions. They shall be entitled to all the rights, privileges and advantages to which a Golfing Member is entitled under these Articles.

5 HONORARY MEMBERS

- a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - i) the patron or patrons for the time being of the Club;
 - ii) any prominent citizen visiting the Club;
 - iii) the Golf Course Superintendant and the Resident Golf Professional.
- b) Honorary members under i) and ii) shall be entitled to utilise only the social facilities and amenities of the Club. Honorary members under iii) shall be entitled to exercise all privileges and advantages of full golfing membership.
- c) When Honorary membership is confirmed on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - i) the name in full of the Honorary Member;
 - ii) the residential address of the Honorary Member;
 - iii) the date on which Honorary membership is conferred;

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- iv) the date on which Honorary membership is to cease.
- d) Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be honorary members of the Club provided that any patron who is a Full member of the Club shall also be entitled to exercise all privileges and advantages of such membership.

6 TEMPORARY MEMBERS

- a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
 - i) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five kilometres from the Club or such greater distance as the Board may determine by By-law;
 - ii) 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;
 - iii) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport on that day from the time on that day when he so attends the premises of the Club until the end of that day;
 - iv) Any interstate or overseas visitor.
- b) Temporary members shall not be required to pay an entrance fee or annual subscription.
- c) 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.
- d) Temporary members shall not be permitted to introduce guests into the Club.
- e) A Director or the C.E.O. of the Club may have the immediate right to suspend a temporary member subject to later ratification of the Board.
- f) No person under the age of 18 years may be admitted as a temporary member of the Club.
- g) When a Temporary member (other than a Temporary member admitted pursuant to Article 6 a) iii) first enters the Club premises, they will have to complete and sign the temporary members register on each day they attend the Club.

7 PROVISIONAL MEMBERS

- a) Any person who has lodged with the C.E.O. a nomination form duly completed in accordance with these Articles seeking membership of the club and pays to the Club the subscription appropriate to the class of 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.
- b) 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 C.E.O. or should his application for full membership be refused (whichever is the sooner) he shall cease to be a provisional member of the Club and the annual subscription submitted with his nomination shall be forthwith returned to him.
- c) Provisional members shall utilise only the sporting and social facilities and amenities of the club, as per their membership classification.

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8 ADMISSION OF MEMBERS

- a) Candidates for ordinary membership of the Club shall be proposed by one (1) Ordinary Member (not being a Junior Golfing Member) or Life member and seconded by another Ordinary Member (not being a Junior Golfing Member) or Life member of the Club. The nomination form shall set out the full name, address, contact phone number, D.O.B. and occupation of the nominee and shall be in the form and contain such particulars as are from time to time determined by the Board and shall be signed by the proposer and seconder and nominee.
- b) The application for ordinary membership shall be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
- c) Upon receipt of the application form the person receiving the form must obtain suitable I.D., in a form approved by the Department of Gaming and Racing or other statutory body, and record the particulars requested on the form in the spaces provided.
- d) The application for ordinary membership shall be lodged with the C.E.O. and particulars of the nomination for ordinary membership shall be posted on the Notice Board and shall remain posted for at least seven [7] days prior to the date of the meeting of the Board at which the application is to be considered.
- e) An interval of at least fourteen [14] days shall elapse between the date of the application and the date of election of any candidate.
- f) The election of ordinary members shall be by the Board at a meeting or meetings duly convened. The C.E.O. of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected
- g) The Board may refuse any application for membership without assigning any reason for such refusal. The C.E.O. shall return to such refused candidate the amount of any entrance fee and annual subscription lodged with the application.
- h) The C.E.O. shall forthwith advise such nominee of his election. Upon such election the nominee shall become a member of the Club and will be bound by the Articles of Association and By-laws of the Club. A copy of the by-laws will be given to each new member of the Club.
- i) Members shall advise the C.E.O. of the Club of any change in their address.

9 TRANSFER OF MEMBERSHIP

The Board may on the written application of an ordinary member (subject to payment by the member of any additional annual subscription or other fees) transfer that member from any class of ordinary membership to another class of ordinary membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid by or payable by him for the then current financial year.

10 CESSATION OF MEMBERSHIP

- a) A member may at any time by giving notice in writing to the C.E.O. resign his membership of the Club but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation.
- b) Every person ceasing to be a member of the Club whether by retirement, expulsion, death and/or neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club.

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11 DISCIPLINARY

- a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, fine, 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 charge against them pursuant to this Article and of the date, time & place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
 - ii) Full particulars of the alleged offence against the member including the date, time & place of the alleged offence.
 - iii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - iv) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless by ballot and by a majority of two-thirds of the members of the Board present in person and who vote in favour of such motion.
 - v) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations, which may have been made to it in writing by the member charged.
 - vi) Such member's not attending will have all Members rights suspended until such time as they attend a Board hearing.
 - vii) 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) Notwithstanding the generality of paragraph (a) of this Article 11 any member who has made any statement on a nomination form for membership of the Club whether in respect of that member or in respect of any other person that is false in a material particular shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary or Honorary member.
- c) The C.E.O. shall have power to suspend any member from all rights and privileges as a member of the Club:
- i) who in the opinion of the C.E.O. is then intoxicated, violent, quarrelsome or disorderly or;
 - ii) whose presence on the premises of the Club may render the Club or the C.E.O. of the Club liable to a penalty under the Registered Clubs Act.
- Any suspension pursuant to this Article 11(c) shall be for a period of seven (7) days only and the C.E.O. shall make a written report of the circumstances giving rise to the suspension to the Board within seven (7) days of the suspension being imposed.
- d) In the event that a notice of charge is issued to a member pursuant to Article 11 a) i), the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be notified in writing to the member concerned.

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12 REFUSE ADMITTANCE

In accordance with Section 67A of the Registered Clubs Act the C.E.O. or subject to paragraph c) of this rule an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- a) who is then intoxicated, violent, quarrelsome or disorderly; or
- b) who, for the purposes of prostitution, engages or uses any part of the Club premises of the Club; or
- c) whose presence at the premises of the club renders the club or the C.E.O liable to a penalty under the Registered Clubs Act; or
- d) who hawks, peddles or sells any goods on the premises of the Club; or
- e) who uses, or has in his or her possession, while on the premises of the Club any substance that the C.E.O. suspects of being a prohibited drug or prohibited plant.
- f) Disciplinary proceedings in relation to Golf, the Rules of Golf, interpretations of local Rules and Match disputes are to be heard in the first instance by the Clubs nominated Match Committee and their recommendations are to be referred to the Board for finalisation.

13 GUESTS

- a) A member not being a Temporary or Junior Golfing Member shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club he shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-laws nor shall he introduce any person as a guest who has been suspended by the Board or expelled from the Club for misconduct or non-payment of subscription or fees.
- c) The member who introduces a guest shall be responsible for that guest.
- d) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

14 REGISTER OF MEMBERS

- a) The C.E.O. shall keep a Register of:
 - i) Persons who are Ordinary and Life Members.
 - ii) Persons who are Honorary or Temporary Members, other than persons admitted as Temporary Members pursuant to paragraph Article 6 a) iii).
- b) The Register of Ordinary and Life Members shall contain the full name, address and occupation of each member and the date upon which he paid his last annual subscription.
- c) The Register of Honorary or Temporary Members shall contain the full name and address of such member and, where appropriate, dates of the period of membership.

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15 SUBSCRIPTIONS AND ENTRANCE FEE

- a) The annual subscriptions payable by each class of Member shall be such amount, not being less than \$2, as shall be determined by the Board from time to time, or as determined under the Registered Clubs Act.
- b) The annual subscriptions shall fall due on the 1st day of July in each year and shall be paid annually in advance.
- c) If such subscriptions shall be unpaid on the due day the defaulting member may be debarred from all privileges of membership and he may be disqualified from all Club competitions in which he may be participating.
- d) The Board may at any time determine that each person nominated for and elected to membership as an Ordinary Member shall pay an entrance fee. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for ordinary membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
- e) All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary member after the 1st day of December in any year shall be liable to pay one-half of the subscription payable for the then current financial year.
- f) The Board may at any time suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount not less than \$2 in respect of individual cases and shall have the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
- g) The Board on an annual basis will determine and set additional fees for Members holding Golf Australia Handicaps (being Golfing Members, Junior Golfing Members and Life Members.) These fees will be notified to all Members thirty (30) days prior to the end of the financial year.

16 VOTES OF MEMBERS

- a) Only the following members shall be entitled to attend and vote at any meetings of the Club:
 - i) Golfing Members.
 - ii) Life Members.
- b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- d) No member shall be entitled to be present or vote at any meeting of the Club or to be elected or appointed to any office unless he shall have paid all or any entrance fees and annual subscriptions and all monies due to the Club at the time of such meeting, election or appointment.

17 BOARD OF DIRECTORS (NOMINATIONS & ELECTIONS)

- a) The Board elections are to be conducted in accordance with this Constitution and any by-laws passed by the Board.
- b) A returning officer shall be appointed whose role it is to oversee the election of the Board of Directors, in conjunction with the C.E.O. The returning officer:
 - i) shall not be a candidate for any position being contested.
 - ii) cannot be seen to have any affiliation with, or show support for, any candidate or groups of candidates.

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- iii) may or may not be a member of the club.
- c) Nominations shall cease seven [7] days prior to the date of the Annual General Meeting.
- d) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position and the order on seniority of positions on the Board shall be the order appearing in Article 21 a).
- e) The close of roll of members entitled to vote shall be no later than the time set for the close of nominations.
- f) An election notice shall be:
 - i) Prominently displayed on the club notice Boards;
 - ii) Posted or emailed to all members.
- g) The notice shall:
 - i) Set the time & date for the close of the roll of eligible members;
 - ii) Invite nominations, listing the positions to be contested;
 - iii) Clearly set out any requirements or qualifications required under the constitution and relevant legislation to be eligible to contest any position;
 - iv) Advise where nomination forms may be obtained;
 - v) Specify the place where nominations are to be lodged;
 - vi) Fix the time and date for the close of nominations, advise the days and times for voting, or if voting is at the AGM, the time, date and location of the meeting.
- h) A nomination form shall be made available to all eligible members and shall specify the position on the Board for which the nominee is nominated and signed by two Golfing members who are entitled to attend and vote at meetings of the Club pursuant to these Articles and by the nominee who shall also signify his consent to the nomination by way of signature.
- i) The Returning Officer, after consultation with the C.E.O. shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the Notice Board.
- j) If the returning officer, after consultation with the C.E.O., is of the opinion that there is an anomaly in a nomination, such that it may require the returning officer to reject the nomination, the returning officer should, as soon as practicable after receiving the nomination, contact the candidate and advise that the anomaly should be rectified before the time for close of nominations.
- k) A candidate who has been nominated in an election shall be permitted to withdraw that nomination, but only in writing addressed to the returning officer, provided it is received by the returning officer before the close of nominations.
- l) If, by the close of nominations, the number of persons who have been nominated as candidates for a position or positions exceeds the number of persons to be elected, then a ballot must be held for the position(s). Candidates shall be selected from a blind draw to determine the order in which they will appear on the ballot sheet.
- m) The order in which positions on the Board appear on the ballot paper shall be in order of seniority of the positions being contested.

18 BOARD OF DIRECTORS (VOTING)

Voting shall be conducted in accordance with section 30 (1) (d) of the Registered Clubs Act as follows:

- a) Voting takes place at the Club during the days and times as advertised. A member wishing to vote should produce their membership card and have their name marked off the roll.
- b) The returning officer/polling official shall initial the ballot paper before handing it to the member who, having voted, should place the completed ballot paper in a locked ballot box.

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- c) If a member makes a mistake when voting, a replacement ballot paper can be given in exchange for the spoilt one.
- d) When voting is to be conducted at the AGM separate rolls should be prepared. One roll of members entitled to attend the AGM & a separate roll of members entitled to vote in the election of the Board of Directors.
- e) The ballot papers are to remain in the locked ballot box up to the close of the ballot. The returning officer will then remove the ballot papers from the ballot box, examine each ballot paper for formality and conduct the count.
- f) The ballot is to be counted in order of seniority. Any candidate elected to a higher position will be excluded from subsequent ballots.
- g) In the event that two or more candidates have an equal number of votes and one has to be excluded or one has to be elected, a secret ballot for the position(s) will be conducted by the returning officer.
- h) A ballot paper shall be considered informal if it:
 - i) has not been completed in accordance with the directions on it; or
 - ii) has not been initialled by the returning officer or the polling official; or
 - iii) contains a mark or writing which, in the returning officers opinion, would enable the elector to be identified, e.g. roll number, name.
- i) Before starting the count the returning officer and the scrutineers observing the count on behalf of candidates should be perfectly clear on the criteria for informality and have a clear understanding of it.

19 BOARD OF DIRECTORS (SCRUTINEERS)

- a) The returning officer, polling officials and scrutineers appointed on behalf of candidates are entitled to be present during the scrutiny of envelopes, issuing of ballot papers and counting of the ballot papers.
- b) A scrutineer is not entitled to assist the returning officer in the counting of ballot papers.
- c) A candidate may not act as a scrutineer in any of the ballots being contested.

20 BOARD OF DIRECTORS (RESULTS)

- a) Once the result of the election has been determined the returning officer shall advise the C.E.O. of the Club of the result in writing, including:
 - i) the number of votes received by each candidate;
 - ii) the number of informal votes; and
 - iii) the total number of votes cast.
- b) Once the result has been announced, a copy of the result is to be placed on the Club notice Board.
- c) All materials (roll of electors, ballot papers, etc) are to be kept by the returning officer for one month prior to being destroyed. This is in case there is any challenge by a candidate concerning the result of the election.

21 BOARD OF DIRECTORS (APPOINTMENT, REMOVAL AND REMUNERATION)

- a) The Board shall consist of nine [9] Directors who shall comprise of a President, Vice President, Treasurer and Captain and five [5] ordinary Directors. The President, Vice President, Treasurer and Captain shall make up the Executive Board.
- b) All Directors shall retire at the timing of the Annual General Meeting and subject to these Articles, the Act and the Registered Club Act, shall be eligible for re-election.

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- c) The Board shall be elected annually by the members entitled to attend and vote at meeting of the Club pursuant to these Articles.
- d) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act or the Registered Clubs Act, the office of a Director becomes vacant if the Director:
 - i) 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;
 - ii) resigns his office by notice in writing to the Club;
 - iii) is absent from three [3] consecutive meetings without leave of absence from the Board;
 - iv) becomes insolvent under administration or has a conviction referred to in Section 229 (3) of the Corporations Law;
 - v) ceases to be a member of the Club;
 - vi) becomes an employee of the Club;
 - vii) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act 1976.
- e) The Board may at any time appoint any eligible Full member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
- f) The Club may by a resolution of members entitled to vote at a general meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
- g) Unless otherwise permitted by the Memorandum of Association, no Director shall receive any remuneration for his services in his capacity as a Director.

22 BOARD OF DIRECTORS (POWERS AND DUTIES)

The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles, the Act or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:

- a) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by members or a section of the members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organising and supervising the playing of the game of golf by male and/or female members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the members of such committee.
- b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration of such persons.

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- d) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
- i) Such matters as the Board are specifically by these Articles empowered to regulate by By-Law;
 - ii) The general management control and trading activities of the Club;
 - iii) The control and management of the Club premises;
 - iv) The management and control of playing and dress on the greens;
 - v) The control and management of the Match Committee;
 - vi) The conduct of members;
 - vii) The privileges to be enjoyed by each category of members;
 - viii) The relationship between members and Club employees;
 - ix) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- e) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- f) 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.
- g) To secure the fulfilment of any contracts of engagements entered into by the Club by mortgaging or charging all or any of the property of the Club, as may be thought fit.
- h) 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 and 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.
- i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bill of exchange, promissory notes and other documents or instruments.
- j) To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.
- k) 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 to 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 issue of debentures or debenture stocks, perpetual or otherwise, and either charged upon all or any of the Club's property both present and future or not so charged 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 holders.
- l) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and with the sanction of a general meeting of the Club to lease, demise, 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 or to demise 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.

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- m) Subject to the Registered Clubs Act, to fix the maximum number of each class of ordinary members who may be admitted to the Club.
- n) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
- o) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- p) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium.
- q) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.
- r) Make decisions that are consistent with the Club's role/purpose and the interests of members.

23 BOARD OF DIRECTORS (BY-LAWS)

Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-laws on the Notice Board.

24 BOARD OF DIRECTORS (PROCEEDINGS)

- a) The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be half the number of Directors elected the Board plus one (1), rounded up.
- b) The President may at any time, and the C.E.O., shall, on the requisition of not less than three (3) Directors, convene a meeting of the Board.
- c) Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decisions shall for all purposes be deemed a decision of the Board.
- d) The President of the Board shall if present preside at all meetings of the Board. In his absence or if he shall be unable or unwilling to act, the Vice-President shall preside and in the event of the President and Vice President being absent, unable or unwilling to act the meeting shall elect a member of the Board to be President of the meeting. The President of such meeting shall in the case of an equality of votes have a casting vote in addition to his deliberative vote.
- e) In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Club.
- f) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time which, the document was last signed by a Director.
 - i) For the purposes of paragraph a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall

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together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

- ii) A reference in paragraph a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
- g) All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director.
- h) No director shall be disqualified by his position 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 officer shall in any way be interested, be avoided nor shall any officer so contracting or being so interested be liable to account to the Club for any profit realised by such contract or arrangement by reason only of such director holding that position or of the fiduciary relationship thereby established but it shall be the duty of the officer to declare the nature of his interest at a meeting of the Board and it shall be the duty of the C.E.O. to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if the officer was not at the date of the meeting interested in the proposed contract, at the next meeting of the Board held after he becomes so interested. A general notice given to the Board by an officer to the effect that he is a Director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be sufficient declaration of interest in relation to any contract so made. An officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangement. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan. Nothing in this Article shall be construed so as to limit or restrict in any way the provisions of Section 232A of the Act or Section 39 of the Registered Clubs Act.

25 MEETINGS OF MEMBERS

- a) The Annual General Meeting of the Club shall be held as soon as practicable after 1st July each year at such time and place as may be prescribed by the Board. At least twenty one [21] days written notice of the Annual General Meeting shall be given to each member of the Club entitled to attend and vote at such meeting.
- b) All General Meetings other than the Annual General Meeting shall be called General Meetings.
- c) A General Meeting (other than the Annual General Meeting) may be called on any date by the President or the Board and shall be called by the C.E.O. upon receipt by him of a requisition (which need not be in one document) signed by not less than 5% of members entitled to attend and vote stating the business to be considered. The date of such meeting shall be within two [2] months of deposit of the requisition and if the Board does not, within twenty-one [21] days of deposit of the requisition, proceed to convene the meeting then the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register and any other records necessary for the purpose of calling the meeting.

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- d) Every notice convening a General Meeting or an Annual General Meeting shall be in writing and shall specify the time and place of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles, the Act or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
- e) The period of notice in respect of a General Meeting, Annual General Meeting or a meeting of a Special Resolution shall be at least twenty one [21] days. Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least thirty five [35] days prior to the date fixed for such Annual General Meeting.
- f) No business shall be transacted at a General Meeting or an Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Fifteen members entitled to vote shall constitute a quorum at a General Meeting or an Annual General Meeting.
- g) If a quorum is not present within half an hour from the time appointed for the meeting:
 - i) where the meeting was convened upon the requisition of members - the meeting shall be dissolved: or
 - ii) in any other case:
 - i.a) The meeting stands adjourned to such a day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place: and
 - i.b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.

26 ANNUAL GENERAL MEETING

- a) The business of the Annual General Meeting shall be as follows:
 - i) To confirm the Minutes of the previous Annual General Meeting;
 - ii) To receive and consider the reports of the Board;
 - iii) To receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor;
 - iv) To deal with any business of which due notice has been given;
 - v) To elect the President, Vice-President, Treasurer and Captain and up to five (5) ordinary Directors for the ensuing year;
 - vi) To approve honoraria (if any);
 - vii) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor.
- b) All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the C.E.O. at least seven [7] days prior to the date of such meeting.
- c) The President shall preside at all General Meetings and the Annual General Meeting of the Club. In the event of the President being absent or unable to act, the Vice-President shall preside and in the event of the President and the Vice-President being absent or unable to act the members of the Board present shall elect a Director to chair the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a President of the meeting.
- d) Every question or motion submitted to a meeting of the Club shall be decided in the first instance by a show of hands and in the case of an equality of votes the President of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

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- e) At any meeting unless a poll is demanded by the President of the meeting or by at least five members present and entitled to vote at the meeting a declaration by the President 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 the effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- f) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the President of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the President of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
- g) The President of any meeting may with the consent of any 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.
- h) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided by paragraph a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- i) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a President of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
- j) The Board shall cause minutes to be kept by the C.E.O. in books provided for the purpose:
 - i) Of all appointments of officers made by the Club;
 - ii) Of the number of members present and voting at the meetings of the Club;
 - iii) Of all resolutions and proceedings at all meetings of the Club.

27 FINANCIAL YEAR

- a) The financial year of the Club shall commence on the first day of July and end on the last day of June in the next year.

28 ACCOUNTS AND AUDIT

- a) The Board shall cause correct and 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.
- b) The Board shall:
 - i) cause to be prepared and submitted to a meeting of the Board a quarterly statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act;
 - ii) within 48 hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and
 - iii) cause a copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty-eight [28] days.
- c) The books of accounts shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.

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- d) The Board shall once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting.
- e) The report of the Board referred to in paragraph a) shall, without limiting the requirements of the Act and the Registered Clubs Act, include statements showing:
 - i) The amounts (if any) written off for depreciation and provisions;
 - ii) The amount (if any) which the Board proposes to transfer to the Reserve Fund or Funds of the Club;
 - iii) The number of members of each class registered in the register of members at the date of the preparation of the report;
 - iv) The names of the Directors.
- f) At least twenty one [21] days before the date of the Annual General Meeting a copy of the Balance Sheet, Profit and Loss Account and Auditor's Report accompanied by a copy of the report of the Board shall be posted on the Notice Board or emailed on request.

29 AUDITORS

- a) An Auditor shall be appointed and his duties regulated in accordance with the provisions of the Registered Clubs Act and the Corporations Law Act of 2000 and their remuneration shall be fixed by the Board.
- b) The Club's auditor is entitled to attend any general meeting of the Club.
- c) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- d) The auditor is entitled to be heard even if
 - i) the auditor retires at the meeting; or
 - ii) the meeting passes a resolution to remove the auditor from office.
- e) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

30 C.E.O.

The Board shall appoint a person to be the Chief Executive Officer of the Club. At any time there shall be only one (1) C.E.O. of the Club

31 SEAL

The Directors shall provide for the safe custody of the Seal and the Seal should never be used except by the authority of the Board previously given and in the presence of two [2] Directors who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the C.E.O. or some other person appointed by the Board.

32 NOTICES

A notice may be given by the Club to any member either personally or by sending it by post to him to his registered address or, if he has no registered address within the State of New South Wales, to the address, if any, within the said State supplied by him to the Club for the giving of notices to him. 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

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in the ordinary course of post. If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four [24] hours after it is so posted up.

33 INSPECTION OF RECORDS

The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in General Meeting. Such documents of the Club shall include a register of disclosures, declarations and items as referred to in Section 41H of the Registered Clubs Act.

34 INDEMNITY

Every Officer, Auditor or Agent and every member of any committee or sub-committee constituted under these Articles and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by him as such Officer, Auditor or Agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.