

CONSTITUTION
OF
SENIOR GOLFERS' SOCIETY OF NEW SOUTH WALES

(A Company Limited by Guarantee and not having a Share Capital)

ACN 000 486 162

SENIOR GOLFERS' SOCIETY OF NEW SOUTH WALES

CORPORATIONS ACT 2001

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CONSTITUTION

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COMPANY NAME

1. The name of the Company is Senior Golfers' Society of New South Wales.

DEFINITIONS

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

'the Act' means the Corporations Act 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 those provisions become binding on the Society shall have the meaning so defined;

'the Board' means the board of management of the Society constituted in accordance with this Constitution;

'By-laws' shall mean and include regulations;

'the Society' means Senior Golfers' Society of New South Wales;

'Director' means a member of the Board;

'Financial Member' means a member of the Society other than a Non-Financial Member;

'Financial Year' in relation to the Society means the period commencing the first day of July in each year and ending on the last day of June in the following year;

'Honorary Member' means a person admitted as an Honorary Member in accordance with this Constitution;

'In writing' and **'written'** include printing, typing, lithography and other modes representing or reproducing words in visible form in the English language;

'Life Member' means a person elected as a Life Member in accordance with this Constitution;

'Member' means a person who is a member of the Society in accordance with this Constitution, and includes an Honorary Member and a Life Member;

'Month' means calendar month;

'Non-Financial Member' means any member

- a) who has not paid an entrance fee for membership to the Society on the date specified by the Board; or
- b) who has not paid the specified subscription or instalment thereof at the expiration of 30 days from the due date for payment; or
- c) by whom any money (other than an entrance fee or subscription) owing to the Society remains unpaid at the expiration of 14 days from the service by the Society on the member of a written notice requiring payment thereof issued in accordance with Rule 26

and in any such case the member shall remain Non-Financial until the Society has received payment in full of the amount owing;

'Officer' means an officer as defined by the Act, and includes all Directors;

'Other Senior Golfers' Societies' means societies or associations with similar objects to the Society membership of which is available to golfers satisfying criteria for membership similar to those of the Society but to persons in other or different States, Territories or areas of Australia or in other countries;

'Recognised Golf Club' means a club recognised by and affiliated with the governing body of golf within the jurisdiction in which the club is situated;

'the Register' means the Register of Members to be kept in accordance with this Constitution and the Act;

'Small Company Limited by Guarantee' has the meaning set out in Section 45B of the Act;

'Special Resolution' has the meaning set out in the Act; and

'The Office' means the registered office for the time being of the Society.

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

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws of the Society made pursuant to this Constitution or any matter arising therefrom, shall be conclusive and binding on all members of the Society, subject to such construction or interpretation being varied or revised by the members of the Society in general meeting or by the Supreme Court of New South Wales.

REQUIREMENTS OF THE ACT

4. The 'replaceable rules' which are contained in the Act are hereby excluded and shall not apply to the Society except in so far as they are repeated or contained in this Constitution.
5. The Society is established for the objects set out in this Constitution.
6. The Society shall be a non-proprietary corporation.

OBJECTS

7. The objects for which the Society is established are:
 - a) to advance the game of golf throughout the State of New South Wales by encouraging the active participation in that game by Members and persons who, by reason of their age and active participation in the playing and/or administration of the game over many years, may reasonably be expected to be qualified for prospective membership of the Society;
 - b) to provide the opportunity for members of different golf clubs to continue or renew acquaintances and friendships, or form new ones, with men who have similarly been engaged for many years in the playing and/or administration of golf;
 - c) to arrange games, competitions and/or team matches between Members including with members of Other Senior Golfers' Societies;
 - d) to establish reciprocity with Other Senior Golfers' Societies;
 - e) to affiliate with and/or elect or appoint representatives to any golf organisation or association; and
 - f) to do all such lawful things as may, in the opinion of the Society, be incidental or conducive to the attainment of the above objects, or any of them, or be in the interests of the Society and/or Members.
8. For the purpose of carrying out the above objects, but also without limitation to those objects, the Society shall, subject to any express prohibitions in the Act or this Constitution, have the legal capacity and powers of an individual.

APPLICATION OF INCOME AND PROPERTY

9. The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to or among the Members; provided that nothing herein shall prevent the payment in good faith of remuneration to any Officer or employee of the Society or any Member or other person in return for any services actually rendered to the Society, or reasonable and proper rent for premises demised or let by any Member to the Society, or the repayment to any Member of out-of-pocket expenses incurred by that Member on behalf of the Society.

WINDING UP

10. The liability of the members is limited.
11. Every Member or former Member undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Society contracted before he ceased to be a Member, and of the cost, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.

12. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members or former Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of this Constitution, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some charitable object.

MEMBERS

13. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register and such other persons as the Board shall from time to time admit to membership in accordance with this Constitution shall be members of the Society.
14. No person shall be admitted to membership unless:
- a) he is at least 55 years of age;
 - b) he is and has been for a period of not less than 15 years a member having playing rights of a Recognised Golf Club; and
 - c) in the opinion of the Board, his active participation in the playing and/or administration of the game of golf is or has been such as entitle him to be invited to accept membership of the Society.
15. The Board may establish guidelines for the basis upon which its opinion as referred to in sub-Rule 14 c) will be formed, and/or providing further detail for the procedures outlined in Rules 17 to 20 inclusive (not being inconsistent with those Rules), and may amend those guidelines and further detail from time to time.
16. Membership of the Society shall be at the invitation of the Board and no such invitation shall be given unless a resolution by the Board has been made and recorded in the minutes.
17. The Honorary Secretary shall notify each person to whom an invitation to membership is to be given of that invitation, and of the entrance fee and subscription payable, the particulars required to be provided for the purposes of the Register as set out in Rule 29, and the statement to be completed and signed, if that invitation is accepted.
18. The invitation of the Board shall be deemed to be accepted, and the invitee admitted to membership, upon the invitee;
- a) paying the entrance fee and subscription;
 - b) providing to the Honorary Secretary particulars required for the purposes of the Register; and
 - c) completing, signing and returning to the Honorary Secretary a statement in the following form:
- To the Board of Senior Golfers' Society of New South Wales:
- I.....of.....request you to enter my name on the Register of Members and I agree to be bound by the Constitution of the Society.
- Dated this.....day of.....20.....
- Signed.....
19. The addresses and other particulars so provided shall be recorded in the Register, and the addresses shall be the Member's registered addresses for the purpose of the issue of notices, and Members shall notify the Honorary Secretary in writing of any changes of address and/or other particulars, and such changes shall be recorded in the Register.
20. An invitation which is not accepted in the manner set out in Rule 18, nor declined, shall, subject to the discretion of the Board to extend it, be deemed to lapse one month after the date of the notification referred to in Rule 17.
21. The Board may determine to create classes of membership (other than Life Membership and Honorary membership). Until otherwise determined, those classes shall be playing membership and non-playing membership. The Board may determine the respective rights of such classes of membership.

LIFE MEMBERS

22. a) Members who have rendered long and meritorious service to the Society may be elected by the Board as Life Members by resolution carried by a two-thirds majority of those Directors present and voting.
- b) Life Members shall be relieved from any obligation to pay any subscription or levy.

HONORARY MEMBERS

23. a) Prominent citizens, and persons who, in the opinion of the Board, have given great service to the game of golf, may be admitted by the Board as Honorary Members. A person may be admitted as an Honorary Member for an indefinite period, or for a specified period (including the period for which that person holds a particular office), or for a particular day or days.
- b) Honorary Members shall be relieved from any obligation with respect to the payment of any entrance fee, subscription or levy.
- c) Honorary Members shall have all of the privileges of membership except that they shall not be eligible to hold office nor to attend or vote at general meetings.
- d) Particulars of Honorary Members shall be entered in the Register.
- e) The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefor.

ENTRANCE FEE, SUBSCRIPTIONS AND OTHER AMOUNTS PAYABLE BY MEMBERS

24. The entrance fee, subscriptions and other amounts payable by Members, the time and manner of payment and all other matters relating thereto shall be such as the Board may from time to time prescribe.
25. In addition to the subscription payable by Members, the Board may impose such levies as may in its opinion be necessary in the interests of the Society.
26. If any fee or subscription or other amount or any instalment thereof is not paid within a period of 2 calendar months from the date upon which it fell due for payment, the Honorary Secretary shall give to the Member 14 days' written notice within which the amount owing must be paid and if the same shall not have been paid within that time, and unless the Board considers there is sufficient reason for delay in payment and resolves otherwise, the Member shall be debarred from all privileges of membership and that Member's name shall be removed from the Register.

SUSPENSION AND EXPULSION

27. a) If any Member shall wilfully infringe any of the Rules or By-laws (if any) of the Society, or in the opinion of the Board be guilty of any conduct prejudicial to the interests of the Society or unbecoming of a Member, the Board shall have power by resolution to reprimand the Member, or to suspend the Member from the privileges of membership for such period as it considers fit, or to accept the resignation of the Member, or to expel the Member and remove that Member's name from the Register. No member shall be reprimanded, suspended or expelled unless such Member is given notice in writing of the charge against that Member at least 7 clear days before the meeting of the Board at which the charge is to be heard. The Member charged shall be entitled to attend the hearing and to give orally or in writing any explanation or defence to the charge.
- b) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion. If the Member fails to attend at the time and place appointed without reasonable excuse the charge or complaint shall be heard and dealt with and the Board will decide on the evidence before it in the member's absence notwithstanding. Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.

RESIGNATION AND CESSATION OF MEMBERSHIP

28. a) A Member may by giving notice in writing to the Honorary Secretary resign from membership of the Society and such resignation shall take effect from the date from which the resignation is stated in the notice to take effect, or the date on which it is received by the Honorary Secretary, whichever is the later.
- b) Every person ceasing to be a Member of the Society (whether by resignation, expulsion, being removed from the Register for failure to pay the entrance fee or subscription or otherwise) shall thereupon forfeit all rights as a Member provided that such person shall remain liable for any subscription and any other moneys due at the date of cessation of membership or for which such person has or may become liable to the Society.

REGISTER OF MEMBERS

29. The Honorary Secretary shall keep a Register of Members recording for each Member;
- a) his name in full;
 - b) the date on which his name was entered in the Register;
 - c) his postal address, and if different, his residential address;
 - d) his email address (if any)
 - e) his telephone number;
 - f) his Golf Link number; and
 - g) any other information required by the Act.

The Register shall also record, for each person who ceased being a Member within the last 7 years, his name and address, the date on which the original entry of his name in the register was made, and the date on which he ceased to be a Member. These details of former Members may be kept separately from the rest of the Register.

GENERAL MEETINGS

30. a) A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within 5 months of the close of the Financial Year. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- b) All Members other than Non-Financial Members and Honorary Members shall be entitled to attend and vote at general meetings.
- c) Subject to the provisions of the Act, 21 days' notice specifying the place, day and hour of the meeting, and in the case of special business, the general nature of that business shall be given in the manner provided in this Constitution to all members entitled to attend and vote at general meetings and the Society's auditor or auditors (if any), but the accidental omission to give notice of the meeting to, or the non-receipt of the notice of the meeting by, any Member or auditor shall not invalidate the proceedings at such meeting.
- d) The Board may whenever it thinks fit convene an Extraordinary General Meeting and it shall on the requisition of not less than 5 per cent of the Members having at the date of the deposit of the requisition at the office of the Society a right to vote at general meetings of the Society forthwith proceed to convene an Extraordinary General Meeting of the Society and in the case of such requisition the following provisions shall have effect:
- i) the requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists;
 - ii) if the Board does not within 21 days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them being a number not less than 50 per cent thereof may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of deposit of the requisition;
 - iii) the Board shall be deemed not to have duly convened the meeting if it does not give such notice as is required by the Act and this Constitution;
 - iv) any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board; and
 - v) any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Society.

PROCEEDINGS AT GENERAL MEETINGS

31. a) The ordinary business of an Annual General Meeting shall be to receive and consider the Society's financial report, directors' report and auditor's report and to elect the Board in the manner herein provided and to appoint an auditor or auditors. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special, and notice thereof shall be inserted in the notice convening the meeting.
- b) If the financial report, directors' report and/or auditor's report are required by the Act to be so laid before the Annual General Meeting that report or those reports must comply with the requirements therefor in the Act.
- c) If the financial report, directors' report and/or auditor's report are not required by the Act to be so laid before the Annual General Meeting:
- i) the financial report must give a true and fair view of the financial position and performance of the Society, but otherwise may be in such form as the Board or the Honorary Treasurer may determine;
 - ii) the directors' report must report on the Society's activities for the financial year under review; and
 - iii) the auditor's report must state whether the auditor is of the opinion that the financial report gives a true and fair view of the financial position and performance of the Society, and if not of that opinion, must say why.

Explanatory Note: As at the date of the adoption of this Constitution, the Society is a Small Company Limited by Guarantee, the most significant and relevant criteria for which are that the company is limited by guarantee, it is not a deductible gift recipient, and its gross revenue is less than the threshold amount, which at that date is \$250,000. A Small Company Limited by Guarantee is, unless it is otherwise required by a member direction (by at least 5% of voting members) or an ASIC direction, exempted from the requirements to lay before its AGM a financial report, a directors' report or an auditor's report, and it is not required to appoint an auditor. Even though, subject to such a direction, not presently required to provide these reports or appoint an auditor, sub-Rule 35 d) requires the Society to appoint an auditor, and the sub-Rules above require that a financial report, a directors' report and an auditor's report be laid before the AGM, but the extent of the audit and the form of the reports are not as extensive as would be the case if it was subject to such requirements.

- d) A Member may appoint another person (whether a Member or not) as his proxy to attend and vote in his stead at a general meeting. The proxy shall have the same rights as the Member he represents, including the right to vote on a show of hands and on a poll, and to demand a poll.
- e) No business shall be transacted at any general meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum at all general meetings shall be 20 members present (including by proxy) and entitled to vote. In the absence of such a quorum half an hour after the appointed time of commencement, a meeting convened on the requisition of members shall lapse, and in any other case, the meeting shall be adjourned to a time and place determined by the Board.
- f) The President shall be entitled to take the chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, the Captain shall act as chairman. If the Captain is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then such Member as the meeting shall determine shall act as chairman.
- g) At any meeting unless a poll is demanded as hereinafter provided every resolution shall be decided by a show of hands of the Members present and entitled to vote. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- h) i) If a poll is demanded by any one member of the Board or by at least 5 Members present, a poll shall be taken in such manner as the chairman may direct, and the result of such poll shall be deemed to be a resolution of the members in general meeting.
- ii) No poll shall be demanded on the election of the chairman of a meeting, or on any question of adjournment.
- iii) In case of any dispute as to the admission or rejection of a vote, the chairman shall determine the same and such determination made in good faith shall be final and conclusive.
- iv) A demand for a poll may be withdrawn.
- i) At any general meeting a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Society shall

be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

- j) The chairman of a general meeting may, with the consent of the meeting, adjourn the same 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. If a meeting is adjourned for more than 30 days, 7 days' notice of the adjourned meeting complying with the requirements of this Constitution regarding notice for the original meeting shall be given to Members. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on an earlier date.
- k) Minutes of all resolutions and proceedings at general meetings shall be made in a book provided for that purpose and any such minute shall be signed by the chairman of the meeting to which it related or by the chairman of the next succeeding meeting and if purporting to be so signed shall be receivable as evidence of the facts therein stated without further proof.

BOARD

- 32. a) The management of the Society shall be vested in the Board consisting of a President, a Captain, an Honorary Secretary, an Honorary Treasurer and 6 other members who shall be elected by ballot at the Annual General Meeting. All Members other than Non-Financial and Honorary Members shall be eligible for election. Nominations for Board offices may be made orally at the meeting. Members nominated, if present at the meeting, must indicate their acceptance of nomination, and if not present, evidence of their acceptance of nomination acceptable to the chairman must be provided.
- b) The Board shall be elected annually and retiring members of the Board shall be eligible for re-election.
- c) Any casual vacancy in the Board may be filled by the Board, but the Board may continue to act notwithstanding any vacancy in its body.
- d) The office of a member of the Board shall forthwith be vacated if the Director holding that office:
 - i) becomes bankrupt or suspends payment or compounds with creditors or is convicted of a felony or misdemeanour on indictment;
 - ii) 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;
 - iii) is absent from meetings of the Board for a continuous period of 6 calendar months without leave of absence from the Board;
 - iv) holds any office of profit under the Society;
 - v) resigns his office by notice in writing to the Honorary Secretary;
 - vi) becomes prohibited from being a Director by reason of any order made under the Act;
 - vii) ceases to be a Member; or
 - viii) fails to declare the nature of any material personal interest in a matter referred to in sections 191 and 192 of the Act.
- e) No Officer shall be disqualified from his office by reason of that person contracting with the Society either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Society in which any Officer shall be in any way interested be avoided, nor shall any Officer so contracting or being so interested be liable to account to the Society for any profit realised by any such contract or arrangement by reason only of such Officer holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of the Act it shall be the duty of the Officer to declare the nature of that person's interest at a meeting of the Board and it shall be the duty of the Honorary Secretary 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 that meeting interested in the proposed contract at the next meeting of the Board held after that person becomes so interested. A general notice given to the Board by an Officer to the effect that that person 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 a 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 Society merely by reason of the fact that the person has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

- f) The President may at any time, and the Honorary Secretary shall upon the request of not less than 4 members of the Board, convene a meeting of the Board, but otherwise the Board shall meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit.
- g) At all meetings of the Board the President, or in his absence the Captain, and in the absence of both the President and the Captain one of its number elected to do so, shall be chairman.
- h) The quorum for meetings of the Board shall be as determined by the Board, and until otherwise determined shall be 2 members present.
- i) A record of all members of the Board present at each meeting of the Board and of all resolutions and proceedings of the Board shall be entered in a Minute Book to be provided for that purpose.
- j)
 - i) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that each Director is in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs. For the purposes of this sub-rule, an email received from the electronic address nominated by a Director shall be deemed to be a document signed by that Director. A resolution passed under this sub-rule must be recorded in the Society's minute book.
 - ii) A Board meeting may be called or held using any technology consented to by all the members of the Board. The consent may be a standing one. A member of the Board may only withdraw his consent within a reasonable period before the meeting. Participation in a Board meeting held under this sub-rule shall be deemed to constitute presence in person at such a Board meeting (including for the purpose of constituting a quorum).
- k) The Chairman shall in any case where the voting is equal have a casting vote as well as a deliberative vote.
- l) Subject to the provisions of this Constitution, the Members may at a general meeting and by ordinary resolution of which special notice has been given remove any Director or the whole of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in place of the Director or Directors removed. The appointee(s) shall hold office for such period only as the former Director(s) would have otherwise held.
- m) The Board may delegate any of its powers (other than this power of delegation) to Committees consisting of such Member or Members as it thinks fit. Any Committee so formed shall, in the exercise of its powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. The meetings and proceedings of such Committees shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and not superseded by any such regulations made by the Board.
- n) All acts done by any meeting of the Board or by any Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Director or of such Committee or any member thereof, or that they or any of them were disqualified, be as valid as if every such Director, Committee and Committee member had been duly elected or appointed and every such Director and Committee member was qualified to hold such position.

POWERS OF BOARD

- 33. The management of the business and the control of the Society shall be vested in the Board which, in addition to the powers expressly conferred on it by this Constitution, may exercise all such powers and do all such acts and things as the Society is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Society in general meeting.
- 34. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
 - a) to borrow or secure the payment of any sum or sums of money for the purposes of the Society;
 - b) to determine who shall be entitled to sign or endorse contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents on behalf of the Society (and unless and until any such determination is made, such signature or endorsement may be made by any 2 directors);
 - c) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its Officers or otherwise concerning the affairs of the Society and also to compound or allow time for payment and satisfaction of any debts due to and of any claims or demands by or against the Society and to refer any claims

or demands by or against the Society to arbitration and to observe and perform the award, and in any other way to seek to resolve claims by or against the Society

- d) to purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
- e) to invest and deal with any of the moneys of the Society not immediately required for the purposes of the Society upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
- f) to appoint any delegate or delegates to represent the Society for any purpose with such powers as may be thought fit;
- g) to make such By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Society's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing of the members of the Society and from time to time to amend or rescind any such By-Laws, and all By-Laws so made and for the time being in force shall be binding on all Members and shall have full effect accordingly. Without restricting the generality of the foregoing, such By-Laws may relate particularly to:
 - i) the mode of election of Directors;
 - ii) the procedure and criteria for election to life membership;
 - iii) entrance fees and subscriptions;
 - iv) the rights and privileges of Members;
 - v) the use of any premises occupied by the Society;
 - vi) suspension of membership; and
 - vii) the establishment and arrangement of games for Members;
- h) to enter into arrangements with golf clubs for the provision of playing and other facilities for the Society and its Members; and
- i) to enter into arrangements with Other Senior Golfers' Societies, whether or not involving reciprocal rights and/or privileges and to cancel or vary any such arrangements.

ACCOUNTS AND AUDIT

35. a) The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Society in accordance with the Act.
- b) The books of account shall be kept at the Office or at such other place as the Board thinks fit. The Society shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- c) Not later than the earlier of 4 months after the end of each Financial Year or 21 days before the next Annual General Meeting, the Board shall
- i) send to each Member who has given notice to the Society under Section 316A of the Act; and
 - ii) make available on request all other Members
- copies of
- the financial report;
 - the directors' report; and
 - the auditor's report.
- d) An auditor shall be appointed. If an auditor is required by the Act to be appointed, eligibility for that appointment and the duties of the auditor will be in accordance with the Act. If an auditor is not required by the Act to be appointed, any auditor appointed is not required to be a registered auditor, but must be a member of Chartered Accountants Australia and New Zealand or CPA Australia or the Institute of Public Accountants, and his duties will be to conduct a review rather than an audit. The auditor's remuneration shall be fixed by the Board.

Explanatory Note: See the Explanatory Note to sub-Rules 31 a), b) and c).

NOTICES

36. a) A notice may be given by the Society to any Member either:

- i) personally;
 - ii) by sending it by post to the address of the Member recorded for that member in the Register;
 - iii) by sending the notice to the facsimile number or electronic address (if any) nominated by the Member; or
 - iv) in any other manner permitted by Section 249J of the Act.
- b) Where a notice is sent by post, service of the notice is 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 second business day after posting, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- c) Where a notice is sent by facsimile or other electronic means, the notice is deemed to have been given on the day on which it was sent.
- d) The signature to any notice given by the Society may be written or printed.

INDEMNITY TO OFFICERS

37. a) Every person who is or was an Officer of the Society shall be indemnified, to the maximum extent permitted by law, out of the assets of the Society against any liability incurred and arising out of the performance of his duties as such Officer:
- i) to any other party (other than the Society or a related body corporate of the Society), unless the liability arises out of conduct involving a lack of good faith; and
 - ii) for costs and expenses incurred by such Officer in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or in which that Officer is acquitted, or in connection with an application in relation to proceedings in which the Court grants relief to the Officer under the Act.
- b) The Society may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer of the Society against liability incurred by such person as such an Officer to the extent permitted by the Act.

COMPETITIONS

38. The Board shall arrange and control all competitions and matches and its decision on all matters connected therewith shall be final. The Rules of the game of golf as adopted from time to time by the Royal and Ancient Golf Club of St. Andrews, except insofar as they are or may be modified by the body controlling for the time being the game of golf in New South Wales and by any By-Laws or Local Rules of the Society, shall be the Golf Rules of the Society.

GENERAL

39. This Constitution shall be read and construed subject to the provisions of the Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith, they shall be inoperative and have no effect.

COPY OF THE CONSTITUTION

40. The Society will provide a copy of this Constitution to any Member within 7 days if that Member:
- a) requests the Society, in writing, for a copy; and
 - b) pays a fee (up to the fee prescribed by the Act) if required by the Society.