

**INCORPORATIONS LAW & AUSTRALIAN SECURITIES
COMMISSION ACT 1991**

A Company limited by guarantee and not having a Share Capital

Memorandum of Association

Of

**CHARLESTOWN
GOLF CLUB LIMITED**

1. The name of the company is "CHARLESTOWN GOLF CLUB LIMITED" (hereinafter called "the Club").
2. The registered office of the Club shall be situated in Charlestown or such other place in New South Wales as the Committee may from time to time determine.
3. The objects for which the Club is established are:-
 - (a) To assume and carry on the functions and objects of the unincorporated association or Club known as Charlestown Golf Club.
 - (b) To take over, or otherwise acquire the assets and assume the liabilities of the unincorporated association or Club, known as Charlestown Golf Club.
 - (c) To provide a golf course and golf links, greens and grounds for the playing and practicing of the game or pastime of golf at or near Charlestown in the state of New South Wales and to lay-out, prepare, construct, alter and maintain Club houses, pavilions, dressing rooms and other conveniences in connection therewith.
 - (d) To promote the game of golf and such other sports, games, amusements, recreations, entertainments and pastimes indoor and outdoor as the Club shall deem expedient.
 - (e) To hold or arrange golfing and other matches, competitions and tournaments, and to provide or contribute towards the provision of prizes, trophies, awards and distinctions.

- (f) To establish, maintain and conduct a golf, and other athletic Club for the purpose of providing accommodation for the members thereof and their guests.
- (g) To provide for members and for members' guests a golf, other athletic, recreation, sporting and social Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
- (h) To purchase, take on the lease or licence or otherwise acquire property at or near Charlestown or at any other place within the Parish of Kahibah, City of Newcastle or City of Lake Macquarie or elsewhere that the Club may deem expedient and provide a Club House and/or Club Houses and any facilities and amenities of a Club.
- (i) To encourage, foster and promote the game of golf and such other sports, games, amusements, recreations, entertainments and pastimes, indoor and outdoor as the Club shall deem expedient in the Charlestown District or elsewhere and to provide or assist in the provision of playing, training, coaching and teaching facilities thereof.
- (j) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (k) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (l) To erect, maintain and improve or alter any building or buildings for the purposes of the Club.
- (m) To subscribe to become a member of and co-operate with any other Club, association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, and in particular to actively support and sponsor golfing organizations in the City of Lake Macquarie and the City of Newcastle.
- (n) To raise money by entrance fees, levies and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration (including Life Membership), determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership, honorary members, temporary members and visitors; the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be attached to the members of the Club; arrangements with other Clubs or associations for reciprocal concession or otherwise; Committees of members in connection with the management of the Club; the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such Committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
- (o) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments, liquid and solid required by persons frequenting the Club's grounds or premises.
- (p) To carry on the business of caterers for the purpose of supplying refreshments, liquid or solid to persons using, or to visitors to the Club house, grounds and premises of the Club and to apply for, take out and hold licences for the conduct of such business.

- (q) To purchase, take on lease, or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in conjunction with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subjected to any trusts the Club shall only deal with the same, in such manner as is allowed by law having regard to the terms of such trusts.
- (r) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements rights; privileges and concessions.
- (s) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workman and other persons as may be necessary or convenient for the purpose of the Club.
- (t) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (u) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvements maintenance, development, working management, carrying out, alteration or control thereof.
- (v) To invest and deal with the moneys of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realize upon such securities and investments.
- (w) To borrow or raise or secure the payment of money in such manner as the Club may think fit to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (x) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (y) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club provided always that notwithstanding anything herein contained or implied, no portion of the premises of the Club which is covered by a certificate of registration under the Registered Club Act, 1976, shall be leased.

- (z) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance price of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (aa) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (bb) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, Clubs or associations having objects altogether or in part similar to those of the Club 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 that imposed upon the Club under or by virtue of Clause 4 of this memorandum.
- (cc) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, Clubs or associations with which the Club is authorised to amalgamate.
- (dd) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (ee) To make donations for patriotic or charitable purposes.
- (ff) To make application for and obtain a certificate of registration of the Club under the registered Clubs Act, 1976 and from time to time to apply for and obtain a renewal of such certificate under the Registered Clubs Act, 1976, as amended, entitling the Club to operate poker machines and from time to time apply for and obtain a renewal of such certificate.
- (gg) To do all other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club.

4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club or other person in return for any services actually rendered to the Club for any of the purposes of the Club. Provided further that no member of the Committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of the Committee provided that nothing herein mentioned shall be construed as to prevent the allowance of an honorarium to any such member of the Committee in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent for the premises demised to the Club.
5. The liability of the members is limited.

6. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment, and of the costs, charges, and expenses or winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding Twenty Dollars (\$20.00)
7. If upon the winding up or dissolution of the Club 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 of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club 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 Club under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Judge in the Equity Division of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Memorandum & Articles of Association

Of

**CHARLESTOWN
GOLF CLUB LIMITED**

**INCORPORATIONS LAW & AUSTRALIAN SECURITIES
COMMISSION ACT 1991
ASSOCIATION NOT FOR GAIN**

A Company limited by guarantee and not having a Share Capital

Articles of Association

Of

**CHARLESTOWN
GOLF CLUB LIMITED**

INTERPRETATION

1. In these articles unless there be something in the subject or context inconsistent therewith:

“The Act” means the Incorporations Law & Australian Securities Commission Act, 1991.

“The Club” or “the company” means CHARLESTOWN GOLF CLUB LIMITED.

“The Registered Clubs Act” means the Registered Clubs Act, 1976.

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

“The unincorporated Club” means the unincorporated association or Club known as “Charlestown Golf Club”.

“Month” means calendar month.

“Golf” means the game as adopted by the New South Wales Golf Association.

“Elected member” has the meaning ascribed to “ordinary member” in the Registered Clubs Act, 1976.

“Full member” has the meaning ascribed to those words in the Registered Clubs Act, 1976.

“The seal” means the common seal of the Club.

“The by-laws” means the by-laws of the Club for the time being in force.

“Registered Club” has the meaning ascribed to those words in the Registered Clubs Act, 1976.

“Notice board” means the board or boards provided in the Club premises or at its registered office on which notices for the information of members are posted.

“The office” means the registered office for the time being of the Club.

“The register” means the register of members kept pursuant to the Act.

“State” means the state of New South Wales.

“The Committee” means the members for the time being of the Committee of management or provisional Committee constituted in accordance with these Articles.

“In writing” or “written” include printing, lithography and other modes of reproducing or representing words in a visible form. Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine gender. Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act, 1987 as in force at the date at which these regulations become binding on the company.

PRELIMINARY

2. The Club is established for the purposes set out in the Memorandum of Association.
3. The members, for the time being, of the Committee shall be and be deemed to be directors of the company.
4. (a) The Club shall be a non-proprietary Club.
(b) A member of the Club, whether or not he is a member of the governing body, or of any Committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
(c) A person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, of the fact that the Club has applied for, a certificate of registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
(d) The secretary or manager, or any employee, or a member of the governing body or of any Committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
5. (a) An employee of the Club shall not vote at the meeting of the Club or of the governing body of the Club or at any election of the governing body of the Club, or hold office as a member of the governing body of the Club.
(b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

6. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (b) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

7. The number of full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act. Subject to the provisions of those Articles relating to Junior players, no person under the age of 18 years shall be permitted as a member of the Club.

The Board may vary, from time to time, the number of members permissible in each playing category.

The persons who at the date of the Resolution adopting these Articles are entered in the records of the Club as members and such other persons as the Board shall admit to membership in accordance with these Articles shall be members of the Club.

Unless and until otherwise determined by the Board membership of the Club shall consist of:

- (a) Life Members
 - (b) Ordinary Members
 - (c) Interim Members
 - (d) Associate Members
 - (e) Junior Playing Members
 - (f) Colt Members
 - (g) Country Members
 - (h) Provisional Members
 - (i) Temporary Members
 - (j) Social Members
8. (a) **ORDINARY MEMBER** shall be those persons of or over the age of eighteen (18) years who are admitted to full playing membership in accordance with these Articles. They shall be entitled to hold Office (with the exception of Patron or office of Auditor) in the Club and to be elected to the Committee of the Club, to have the right to nominate any person for membership of the Club, to have the right to nominate ordinary, associate or life members to hold office or become appointed to the Committee and to vote on all matters at any meeting of the Club.
 - (b) **INTERIM ORDINARY MEMBERS** shall be those persons of or over the age of eighteen (18) who are admitted to restricted playing membership in accordance with these Articles. Interim Ordinary Members are those awaiting to become Ordinary Members when a vacancy occurs. They shall be placed on a waiting priority list in accordance with the date of their application and must proceed to Ordinary Membership when requested or be placed on the Associate Members list. They shall be entitled to attend all meetings of the Club but not be entitled to hold office or to be elected to the Committee of the Club. Interim Ordinary Members have the right to nominate any person for membership and any

Ordinary, Associate or Life members to hold office. They may vote for the election of the members of the Committee of the Club and have voting rights at any meeting of the Club.

- (c) ASSOCIATE MEMBERS shall be persons of or over the age of eighteen (18) years not wishing to play in Saturday competitions and who are admitted to restricted membership in accordance with these Articles. They shall be entitled to attend all meetings of the Club and be entitled to hold office or be elected to the Committee of the Club.

Associate members have the right to nominate any person for membership and any member or associate member to hold Office. They may vote for the election of the Club.

Fees payable for Associate Membership must not exceed eighty (80) percent of the fee set out for Ordinary membership of the Club.

Associates may not apply to become an ordinary member without making an application to the Board and obtaining approval.

- (d) JUNIOR MEMBERS shall be those persons under the age of eighteen (18) years who are admitted to Junior membership in accordance with these Articles. They shall have the right to attend all meetings of the Club but shall have no rights to vote at any meeting of the Club.
- (e) COLT MEMBERS shall be those persons over the age of eighteen (18) and under twenty-three (23) years admitted to membership in accordance with these Articles. They shall have the right to attend all meetings of the Club and shall have the right to vote at any meeting of the Club.
- (f) COUNTRY MEMBERS shall be those persons over the age of eighteen (18) years who:
- (i) have been elected members of the Club for a period of not less than five (5) years;
 - (ii) reside not less than 150kms from the Club;
 - (iii) are members of another registered golf Club;
 - (vi) are admitted to Country Membership in accordance with these Articles. They will not be entitled to hold Office in the Club or vote at meetings or elections and they will not be entitled to participate in any Club Championship event.
- (g) SOCIAL MEMBERS shall be those persons of or over the age of eighteen (18) years who are admitted to Social membership in accordance with these Articles. They shall have all entitlements and rights conferred on members by these Articles except that they may not:
- (i) hold office in the Club or vote at meetings or elections;
 - (ii) use the golf course facilities as members of the Club.
- (h) HONORARY MEMBERS The following persons may, at the discretion of the Board of Directors, be admitted as Honorary members:
- (i) the Patron for the time being of the Club;
 - (ii) a prominent citizen;
 - (iii) a local dignitary.
- (i) PROVISIONAL MEMBERS shall be those persons who have applied for admission as full members of the Club in any of its categories; have paid the subscription for the membership applied for and are waiting a decision on the application.

- (j) TEMPORARY MEMBERS may be granted to any person who has the following qualifications:
 - (i) a visiting representative of another Club participating in an organized sport or competition for the day;
 - (ii) a visiting member of a similar Club;
 - (iii) a person whose ordinary place of residence is not within 5kms of the Club.
 - (k) LIFE MEMBER. Any member who has been a member of the Club or the unincorporated body, or of both the Club and the unincorporated body, for a period exceeding ten (10) years and who has given distinguished, exceptional and valued service to the Club may be elected at any general meeting as a Life member of the Club provided that such election is made with the consent of three-fourths of the voters present voting. The following conditions shall be observed in the election of a Life member of the Club:
 - (i) notice of nomination signed by at least 2 ordinary or associate members of the Club and also the nominee consenting thereto shall be given to the Secretary;
 - (ii) the nomination shall be considered by the Committee and if consented to by three-fourths of voters present shall be forwarded to the following Annual General Meeting for consideration.
 - (iii) Upon request of any members of the Committee all voting shall be by ballot;
 - (iv) A life member shall be relieved of the payment of the annual subscription payable in accordance with these Articles.
 - (l) No members other than a Life Member shall be entitled to vote at any General Meeting or to be a member of the Committee if his annual subscription shall be unpaid.
 - (m) Provisional Ordinary members, Provisional Associate Members, Provisional Junior members and Provisional Colt members shall have all the entitlements, rights and duties conferred by these Articles on the corresponding class of non-provisional elected members respectively, except:
 - (a) that Provisional Members will not be entitled to hold Office, and
 - (b) that the days upon which and the times at which they may play golf at the Club's course shall be as determined by the Committee.
10. The qualification of elected members shall be that they are natural persons who are or have been actively engaged in playing the game of golf or are desirous of becoming players of the game of golf.
11. Ordinary members shall be those persons of / or over the age of eighteen (18) years who:
- (a) are subscriber's to the Memorandum and Articles of Association of the Club, or
 - (b) are admitted to ordinary Membership in accordance with these Articles.
12. Associate members shall be those persons of / or over the age of eighteen (18) years who:
- (a) are subscriber's to the Memorandum and Articles of Association of the Club, or
 - (b) are admitted to Associate Membership in accordance with these Articles.
13. Junior members shall be those persons under the age of eighteen (18) years who:

- (a) are subscriber's to the Memorandum and Articles of Association of the Club, or
 - (b) are admitted to Junior Membership in accordance with these Articles.
14. A Junior member who shall obtain the age of eighteen (18) years is eligible to remain such a member until the expiration of the then current financial year of the Club and is also eligible to apply for ordinary or Associate membership (whichever is appropriate) in accordance with these Articles, and unless duly elected to either such class of membership he or she shall cease to be a member of the Club at such expiration.
- 17 (a) Except as provided herein honorary members and temporary members shall be entitled to exercise the privileges of the Club.
- (b) The Committee shall have power to cancel the honorary or temporary membership of any person at any time without assigning any reason.
- (c) Honorary members and temporary members shall not be entitled to vote at any meeting of the Club or be elected as officers of the Club.
- (d) An Honorary member and a temporary member shall be relieved of the payment of the annual subscription payable in accordance with these Articles.
18. A person shall not be admitted as an honorary member or as a temporary member of the Club unless he is admitted in accordance with the rules of the Club and he has the qualifications, as specified in the rules of the Club, requisite and appropriate in relation to the purposes of the Club for Honorary membership or temporary membership of the Club.
19. A person admitted as an Honorary member or as a Temporary member of the Club or a person deemed to have been admitted as a temporary member of the Club shall be subject to such conditions as may be imposed by these Articles or by any By-laws made by the Committee.
20. (a) All Interim Members shall be subject to such conditions as may be imposed by these Articles or By-laws made by the Committee.
- (b) If the number in any class of elected member's falls below that prescribed by the Committee, the members in the corresponding class shall, in priority of length of membership, be offered the opportunity to fill the vacancy. Only after all such members have been offered such opportunity, in the manner determined by the Committee, shall any other person be admitted to fill the vacancy. Upon being admitted to fill the vacancy such member shall pay such adjusted fee on a pro-rata basis as the Committee may determine.

ELECTION OF MEMBERS

21. A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary member, unless he is elected at a meeting of the Committee of the Club, the names of whose members present and voting at the meeting are recorded by the Secretary of the Club. The Committee may reject any application for membership without assigning any reason for such rejection.
22. Every applicant for membership of the Club (other than the subscribers to Memorandum and Articles of Association) shall be proposed by one and seconded by another member or life member of the Club. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in or to the effect of such form as the Committee from time to time prescribes.

23. The names and addresses of person proposed for election as elected members of the Club shall be displayed in a conspicuous place on the premises of the Club for at least one week before their election and an interval of at least two weeks shall elapse between the proposal of a person for election as an elected member of the Club and his election.
24. When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such a person. Upon payment of the entrance fee (if any) and first annual subscription the applicant shall become a member of the Club, provided nevertheless that if such payment be not made within one (1) month after the date of the notice the Committee may at it's discretion cancel it's election of the applicant for membership of the Club.
25. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the entrance fee and annual subscription and other fees and charges as prescribed in the Memorandum and Articles of Association or By-laws of the Club and to be bound by the Memorandum and Articles of Association of the Club and by the Club's By-laws from time to time in force and the payment of the said entrance fee or the said subscription shall be conclusive evidence of such agreement.
26. A person under the age of eighteen (18) years shall not propose or second a person for admission as a member of the Club.

ENTRANCE FEES AND SUBSCRIPTIONS

27. (a) The fee, other than an entrance fee, payable by any class of elected members for membership of the Club, shall be payable annually in advance.
- (b) In addition to the fee payable for membership of the Club the Committee may prescribe an entrance fee which shall be payable upon election to membership of the Club.
- (c) The fees payable for membership of the Club and/or an entrance fee shall be such fees as the Committee shall from time to time prescribe, provided further that the annual subscription shall at no time be less than the minimum annual subscription prescribed by the registered Clubs Act.
- (d) All annual subscriptions shall become due and payable in advance by the first (1st) day of July each year, provided that the Committee may on the request of a member allow that person to pay the annual subscription by half yearly instalments in advance.

CESSATION OF MEMBERSHIP

28. Immediately following the fifteenth (15th) day of May in each year members shall be notified in writing that annual member subscriptions are due and payable by the first (1st) day of July in that year. Members shall also be advised that no further reminders will be sent. If the annual member subscription has not been paid by the first (1st) day of July in that year the defaulting member's membership of the Club and all membership rights will be suspended. If the annual subscription remains unpaid as at thirty-first (31st) day of July of that year the defaulting member's membership of the Club will lapse altogether with all membership rights.
29. (a) A member may, at any time, by giving notice in writing to the Secretary resign his membership of the Club but shall remain liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Club and in addition for any sum not exceeding Twenty dollars (\$20.00) for which he is liable as a member of the Club and under Clause 6 of the Memorandum of Association of the Club.

- (b) The date of resignation of a member resigning in accordance with the provisions of Article 31(a) shall be the date on which the notice of resignation is received by the Secretary and the provision of these Articles regarding the giving of notices shall apply as if the notice of resignation was a notice to a member.
30. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any monies due or payable under the provision of Clause 6 of the memorandum of Association.
31. (a) If any member shall willfully refuse or neglect to comply with any of the provisions of this Constitution or any By-laws or be, in the opinion of a judiciary Committee comprising three (3) members of the Committee of the Club, 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 judiciary Committee shall have power to reprimand, suspend for such a 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 ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this regulation and of the date, time and place of 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 judiciary at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
 - (ii) The member charged shall be entitled to attend the meeting for the purpose of answering the charge and shall be also entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the judiciary Committee 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 notwithstanding subparagraphs (v) and (vii) hereof. If the judiciary determined that the charge or complaint is established then it may impose such penalty upon the member without being required to give the member an opportunity to address it in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (iv) No motion by the judiciary Committee to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of not less than fifty percent (50%) of the members of the judiciary Committee present in person vote in favour of such motion.
 - (v) After the judiciary Committee has considered all the evidence put against the member, it must come to a decision as to the member's guilt or innocence, and the judiciary Committee must inform the member prior to considering any penalty.
 - (vi) The member charged must be given a further opportunity at the meeting to address the judiciary Committee in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (vii) The members of the judiciary Committee shall be appointed by resolution of the Committee.
 - (viii) Any decision of the judiciary Committee on such hearing shall be final and the judiciary Committee shall not be required to assign any reason for its decision.

- (b) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Regulation, the Committee 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 (5) weeks whichever is sooner. Such suspension shall be promptly notified in writing to the member concerned.
 - (c) In accordance with Section 67A of the Registered Clubs Act the Secretary or subject to paragraph (d) of this Regulation 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:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the registered Clubs Act; or
 - (iv) who hawks, peddles or sell any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
 - (d) Without limiting the provisions of Section 67A of the registered Clubs Act the employee who under this Regulation is entitled to exercise the powers set out in this Regulation shall be:
 - (i) in the absence of the Secretary from the premises of the Club then the Duty Director; or
 - (ii) in the absence of the Secretary and the Duty Director from the premises of the Club, then any employee authorised in writing by the Secretary to exercise such power.
 - (e) The Secretary or employee of the Club who exercised the power referred to in paragraph (c) of this Regulation shall make a written report to the Committee of the circumstances of the refusal to admit and/or the removal of the person (including a member) as soon as possible after the exercise of such power.
32. No appeal whatsoever shall lie from a decision of the Committee pursuant to Article 31 nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed pursuant to the said Article have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Committee or any member thereof by reason or such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.

GENERAL MEETINGS

33. A general meeting termed THE ANNUAL GENERAL MEETING shall be held once every calendar year. All general meetings other than the Annual General Meeting shall be called EXTRAORDINARY GENERAL MEETINGS. So far as it is possible, the Annual general Meeting shall be held not later than the month of October in each year.
34. The Committee may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition as provided for by the Act or in default by the requisitionists as provided for by the Act.

35. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen (14) clear days notice at least, specifying the place, the day and the hour of meeting and in case of special business the general nature of that business, shall be given to such persons as are entitled to receive such notices from the Club.
36. All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Committee and auditors, the election of officers and other members of the Committee in the place of those retiring and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

37. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, thirty (30) life and ordinary members present shall be a quorum.
38. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day as the Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
39. The President shall preside as chairman at every general meeting of the Club or in his absence the vice-President. Should neither the President nor the vice-President be present within fifteen (15) minutes after the time appointed for the holding of the meeting or if they are unwilling to act, the members present shall elect one of their number to be chairman of the meeting.
40. The chairman 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
41. (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chairman; or
 - (ii) by at least three (3) members present in person
- (b) Unless a poll is demanded as aforesaid a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against resolution.
- (c) A demand for a poll may be withdrawn.
42. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be

the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.

43. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
44. Every member eligible to vote, on a show of hands or on the taking of the poll, shall have one (1) vote.

OFFICERS AND COMMITTEE

45. (a) Subject to the employment of a Club manager, the number of the members of the Board of Charlestown Golf Club shall be reduced to nine (9).
- (b) Officers of the Club shall consist of the President, a Vice President (1), an Honorary Treasurer, an Honorary Assistant treasurer, the Club Captain, the Vice Captain, and three (3) Directors all of whom shall be ordinary, associate or life members of the Club and who are herein referred to as "the Committee".
46. The officers and other members of the Committee, with the exception of Honorary Secretary who will be appointed by the Board, shall be selected from among the ordinary, associate or life members of the Club and such Officers and other members of the Committee shall hold Office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
47. The election of the members of the Committee shall take place in the following manner:
 - (a) Any two ordinary, associate or life members shall be at liberty to nominate any other ordinary, associate or life members to serve as a member of the Committee. The nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the secretary at least twenty-eight (28) days before the opening of the ballot by which the election is to take place.
 - (b) A list of such nominations, with the proposer's and the seconder's names, shall be posted in either the premises or the Registered Office of the Club for at least seven (7) days immediately preceding the ballot at which the election is to take place.
 - (c) If there is more than the required number nominated, an election by ballot shall take place but if there be only the requisite number, the chairman shall declare those nominated duly elected.
 - (d) When an election by ballot is necessary it shall be conducted prior to the Annual general meeting and in accordance with the following procedure:
 - (i) On the closing of the nominations ballot papers shall be prepared by the Returning Officer Deputy in time for the opening of the ballot which shall be on a day fixed by Committee but not later than twelve (12) days prior to the Annual General Meeting.
 - (ii) Members shall be advised by post, before opening of the ballot, the names of the candidates and the dates and times each day the ballot will be conducted.
 - (iii) On each day from the opening of the ballot to the day it closes, the Returning Officer or his Deputy shall be in attendance for the purpose of conducting the ballot. The hours of voting shall be:

Wednesday – 12 noon to 2.00pm

Thursday, Friday, Monday – 4.30 pm to 6.30pm

Saturday – 10.30 to 2.30pm

Or such other hours as the Committee may determine.

- (iv) Any member desirous of voting shall attend the Club house. Produce evidence that he is financial and, after signing his name in the book provided for the purpose (such book to be retained in the care and custody of the Returning Officer) shall be handed a ballot paper, initialed by the Returning Officer or his Deputy.
 - (v) The member shall indicate in the manner directed, the name of the person or persons for whom he desires to vote, and shall then place such ballot paper in the ballot box.
 - (vi) Provided that, in the event of a member being unable, because of illness, absence from the region or other good and sufficient reason acceptable to the returning Officer, to attend at the Club house to vote, he may apply in writing to the Returning Officer for the issue to him of a ballot paper, and may return such ballot paper, duly marked and enclosed in a sealed envelope marked “Ballot Paper” by post or otherwise to the Returning Officer before the close of the ballot. Any such ballot paper shall be placed in the ballot box and be recorded in the book mentioned in (iv).
 - (vii) A Sealed ballot box shall be provided and shall remain in the care and custody of the Returning Officer, who alone shall have a key to the box, until the completion of the ballot.
 - (viii) The Returning Officer shall determine the formality or otherwise of the ballot papers.
 - (ix) The ballot papers shall list the Committee positions in the following order:
President, Vice-President, Honorary Treasurer, Honorary Assistant Treasurer, Captain, Vice-Captain and three (3) Directors.
 - (x) A person shall not hold more than one (1) Committee position in the Club at any one time, not including office on any sub-Committee.
 - (xi) In the event of any candidate, having nominated for more than one Committee position, being elected to a higher office, his nomination for lower office shall be cancelled and votes received by him for such office shall not be counted.
 - (xii) The ballot shall close at 6.30pm on the Monday preceding the Annual general Meeting and it shall be declared by the returning Officer or, in his absence, his deputy at the Annual General Meeting.
 - (xiii) Should there be insufficient number of nominations, the vacancy or vacancies thus created shall be filled by verbal nomination taken at the AGM and voting shall be by ballot of members present and entitled to vote.
 - (xiv) The returning Officer shall be a member of the Club nominated and elected at each Annual General Meeting.
48. The Club may from time to time by ordinary resolution passed at the general meeting increase or reduce the number of members of the Committee.
49. The Committee shall have the power at any time, and from time to time, to appoint any eligible person to the Committee to fill a casual vacancy. Any person so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election.

50. (a) The Club may by ordinary resolution remove any officer or other member of the Committee before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead.
- (b) The person appointed pursuant to Article 48 shall hold office only until the next following Annual General Meeting.
51. The Office of a member of the Committee shall become vacant, such vacancy being a casual vacancy for the purpose of these Articles, if the member:
- (a) ceases to be a member of the Committee by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of the company by reason of any order made under the Act;
- (d) 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;
- (e) resigns his office by notice in writing to the Club;
- (f) for more than four months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Club;
- (h) ceases to be a member of the Club; or
- (i) fails to declare the nature of his interest in a contract or office or property as provided by the Act.

PATRON AND VICE-PATRONS

52. A patron and two vice-patrons may be appointed from time to time.

POWERS AND DUTIES OF THE COMMITTEE

53. The governing body of the Club responsible for the management of the business and affairs of the Club shall be the Committee.
54. The Committee may pay all expenses incurred in promoting and registering the Club and 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 affairs and business of the Club, including the rights and privileges and obligations of members in respect of the Club, except in so far as is otherwise expressly provided by these Articles by the Act or by the registered Clubs Act. In particular, but without derogating from the general powers hereinbefore conferred the Committee shall have power from time to time.
- (a) To appoint from among its members or from members of the Club sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-Committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minutes, of the Committee appointing the sub-Committee the quorum of all sub-Committees shall consist of a majority of the members of such sub-Committee. All decisions of any sub-committee shall be subject to ratification, alteration or revocation by the Committee.

- (b) To make such by-laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Committee are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects, 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.
- (c) To enforce the observance of all by-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Committee thinks fit.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage, appoint, control, remove, discharge, suspend and dismiss managers, secretaries, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay salary, emoluments or other remuneration.
- (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 fulfillment of any contracts or 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 and any claims or demands by or against the Club and to refer any claims 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, bills of exchange, promissory notes and other documents or instruments.
- (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time to vary or realize 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 the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Committee may think proper to confer on the holders.
- (l) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to let any property of 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 shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the registered Club's Act without the consent of the Licensing Court being obtained.

- (m) To fine, caution or suspend for such period as it thinks fit, any members who shall willfully infringe any provision of the Memorandum of Articles of Association or of the by-laws, rules or regulations of the Club who shall in the opinion of the Committee be guilty whether in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.
 - (n) To impose any restrictions or limitations on the rights and privileges of the members and visitors relating to the use of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
55. Any by-law made under these Articles or any alterations to or repeal of any such by-law shall come into force and have full effect and authority and be binding upon members of the Club after notice thereof has been posted in a conspicuous place in the Club's premises for seven (7) days.
56. Until such time as the Committee otherwise determines all contracts, cheques, bills of exchange, promissory notes shall be signed or endorsed by any two (2) of the following persons, namely: the President, the Honorary Treasurer and the Honorary Assistant Treasurer.
57. The Committee shall cause minutes to be kept and entered in a book provided for the purpose:
- (a) of all appointments of officers and servants,
 - (b) of names of members of the Committee present at all meetings of the Club and of the Committee; and
 - (c) of all proceedings and resolutions of the Club and of the Committee.

PROCEEDINGS OF THE COMMITTEE

58. The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit provided that it shall hold a meeting at least once in each month of the year. A member of the Committee may at any time and the Secretary shall on requisition of a member of the Committee summon a meeting of the Committee.
59. Subject to these regulations arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for the purposes be deemed a determination of the Committee. In case of an equality of votes the Chair person of the meeting shall have a second or casting vote.
60. A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote, his vote shall not be counted.
61. A quorum necessary for the transaction of the business of the Committee shall be five (5) or such greater number as may be fixed by the Committee provided always that the number forming a quorum must include any two (2) of the President, Vice-President, Honorary Secretary and Honorary Treasurer.
62. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Club, but for no other purpose.

63. A sub-Committee may elect a Chairperson of its meetings; if no such chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson of the meeting.
64. A sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-Committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
65. All acts done by any meeting of the Committee or of a sub-Committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such members of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified to be a member of the Committee.
66. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee.

ACCOUNTS

67. The Club shall keep correct accounts and books in accordance with the Act, the registered Clubs Act (as amended), showing the financial affairs of the Club and the particulars usually shown in accounts and books of a like nature and shall prepare and submit to each Annual General Meeting called for that purpose a properly audited statement of account, profit and loss account and balance sheet for the financial year ending immediately preceding such meeting and a report thereon as required by the Act.
68. The Committee may from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members, not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Club except as conferred by statute or authorised by the Committee or by the Club in general meeting.

SEAL

69. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-Committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

AUDIT

70. A properly qualified auditor or auditors shall be appointed and his or her remuneration fixed and duties regulated in accordance with the Act.

NOTICES

71. A notice may be given by the Club to any member either personally or by sending it by post to him to the address within the 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 a letter containing the notice, and to have been effected in

the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

72. (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (i) every member except those members who have not supplied to the Club an address for the giving of notices to than; and
 - (ii) the auditor or auditors for the time being of the Club
- (b) No other person shall be entitled to receive notices of general meetings.

INDEMNITY

73. Every member of the Committee, auditor, secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his office with the Club, in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or trust.

REGISTER OF MEMBERS

74. The Club shall keep the following registers:
- (a) A register of persons who are full members of the Club in which there shall be set forth the name in full, the occupation and the address of each full member and, if he is an elected member, the date on which he last paid the annual fee for membership of the Club.
 - (b) A register of persons who are honorary members of the Club which shall set forth the name in full and the address of each honorary member and each temporary member and, where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.

FINANCIAL YEAR

75. The financial year of the Club shall commence on the first (1st) day of July in each calendar year.