

Constitution - Eastwood Golf Club

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COMPANIES (VICTORIA) CODE

CONSTITUTION

OF

EASTWOOD GOLF CLUB

Number of Members

1. The Company for the purposes of registration is declared to consist of 2500 members.

Increase of Members

2. The Company in general meeting may if thought fit from time to time register an increase of numbers.

Interpretation

3. These articles shall be construed with reference to the provisions of the Code and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Code.

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

“Club” means the abovenamed Company.

“Code” means the Companies (Victoria) Code as applied by the Companies (Application of Laws) Act 1981 of the State of Victoria.

“Year” means the Club’s financial year.

“Month” means calendar month.

“Weekdays” means Monday to Friday (both inclusive).

“Secretary” means the person for the time being performing the duties of the office of Secretary/Manager of the Club.

“The General Body of Members” means the persons elected to the categories of the membership of the Club referred to in the Article 6 b).

“The Committee” means the persons referred to in Articles 32 and 33.

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

The headings to the Articles shall not be taken as part thereof or in any manner affect the interpretation or construction of the same.

Objects

4. The Club is established for the purposes expressed in the Memorandum of Association and particularly for the purposes of providing and maintaining from the joint funds of the Club a suitable golf course, bowling greens and clubhouse for the members and their guests.

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the said Memorandum of Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus gratuity or otherwise by way of profit to the members of the Club.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any members of the Club in return for any services actually rendered to the Club or for goods supplied, in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the lowest rate for the time being paid by the Commonwealth Bank of Australia on term deposits on money borrowed from any members of the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of Committee of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member of such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.

Provided further that no person shall receive a greater profit benefit or advantage from the Club other than that received by every member of the Club other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the Secretary, Treasurer or other officer of the Club or salary or wages paid to employees.

Members and Transitional Arrangements

5. a) Every person interested in the game of golf and/or bowls shall be qualified to be elected a Member of the club. All classes of Membership of the Club are open to persons of either sex.
- b) Where as a consequence of adoption of these Articles of Association there is no category of membership which corresponds exactly with a category of membership of the Club in existence immediately prior to the adoption of these Articles of Association, the Committee shall allocate to each members of the Club so affected a category of membership available under these Articles of Association which corresponds mutatis mutandis to the category of membership enjoyed by such member immediately prior to the coming into operation of these Articles of Association. The decision of the Committee shall be final and binding in each case.

Members of the Club

6. a) The members of the Club shall be the following persons:
 - i) Every person who is a member of the Club as at the date hereof.
 - ii) Every person who on or after the date hereof is elected as a member of the Club.

- b) The General Body of the members of the Club shall be those set out hereunder:-
 - 1) Honorary Life Members.
 - 2) Ordinary Members and Veteran Ordinary Members.
 - 3) Intermediate Members and Veteran Intermediate Members.
 - 4) Weekday Members and Veteran Weekday Members.
 - 5) Non Playing Members.
 - 6) Country Members.
 - 7) Junior Members aged eighteen and over.
 - 8) Bowls Members.

The General Body of the members of the Club shall be those persons referred to in Clause 6 b). They shall have full rights and privileges to those parts of the Club premises licensed under the Liquor Control Act 1968 (“the licensed premises”).

- c) The categories of members of the Club shall be those referred to in 6 b) and
 - Junior Members under 18
 - Honorary Members
 - Temporary Members
 - Corporate
 - Social and
 - Clergy.
- d) Persons under the age of eighteen years may be elected Junior Members as hereinafter provided.
- e) Honorary and Temporary Members may be elected as hereinafter provided. No person shall be allowed to become an Honorary or Temporary Member of the Club or be relieved of the payment of the regular subscription except those possessing the qualifications defined in these Articles and subject to the conditions and regulations prescribed herein.
- f) Subject to these Articles, the Committee shall have the power from time to time to define by by-laws or in special cases by resolution the rights of the various categories of members to the use of the golf course and the bowls facilities.

Register of Members

- 7. A register of members of the Club for the time being shall be kept by the Secretary/Manager on the Club’s premises and such Register shall set forth in full the names, addresses and occupations of all members of the Club and the date of the latest payment by each member of his/her subscription.

Honorary Life Members

- 8. On the recommendation of the Committee any member who has given outstanding service to the Club and/or service in the interest of golf or bowls may at any general meeting of the Club in consideration of the valuable services rendered by him or her to the Club or to golf or bowls be elected an Honorary Life Member of the Club without any special payment for such life membership.

A two-thirds majority of those present and voting shall be necessary for such election.

Every Honorary Life Member shall be entitled to all the privileges and be subject to all the duties of an Ordinary Member during his or her life (subject nevertheless to the provisions of Article 30) without any further payment annual or otherwise.

Ordinary Members

9. Ordinary Members shall be persons who when elected are entitled to all the privileges of golf membership.

Junior Members

10. Junior Members shall be persons who when elected shall have rights and privileges hereinafter set out.

A candidate cannot be elected to Junior Membership unless the candidate is under 21 years of age at the time of election.

A Junior Member shall have rights and privileges not less than those of Intermediate Members.

Intermediate Members

11. Intermediate Members shall be persons who when elected shall be entitled to use the golf links playing facilities provided by the Club on Weekdays and on Sundays but who shall not be entitled to use the golf links playing facilities on any Saturday except upon such terms and conditions and subject to such requirements and regulations as the Committee may from time to time prescribe.

Weekday Members

12. Weekday members shall be persons who when elected be entitled to use the golf links playing facilities provided by the Club on Weekdays only (including Public Holidays).

Weekday Members shall not be entitled to use the golf links playing facilities provided by the Club on Saturday or Sunday except upon such terms and conditions as the Committee may from time to time prescribe.

Non Playing Members

13. Members may on application be transferred at the discretion of the Committee to Non Playing Membership.

Non Playing Members shall be members of the Club who when elected shall enjoy all the rights and privileges of the Club except for the golf/bowls playing facilities.

Country Members

14. Persons whose ordinary place of residence is more than 100 kilometres radius from the Club house shall be eligible to be elected as Country Member.

If any such member shall be resident within 100 kilometres radius of the Club house for a period exceeding six months in any one year that person shall cease to be a Country Member.

A Country Member shall have the rights and privileges of an Ordinary Member.

Veteran Members

15. Any member of the Club may be transferred to Veteran Membership provided that person has attained the age of 65 years, and has been a member of the Club for a minimum continuous period of 25 years.

Where membership has been in various categories the current category on achieving eligibility is to apply. If the member wishes to change category such change to be at the discretion of the Committee.

Bowls Members

16. Bowls Members shall be persons who when elected shall be entitled to all the privileges of bowling membership and shall include any member of category 2,3,4 and 7 of Article 6, who pays the relevant Bowls Affiliation Fee.

Social Members

17. Social Members shall be members of the Club who when elected shall enjoy all the rights and privileges of the Club except for the golf and bowls playing facilities and the right to take part in or vote at any meeting of the Club and the right to hold office in the Club.

Temporary Members

18. Persons who are of or over the age of 18 years and possessing the following qualifications may be elected by the Committee of the Election Committee as Temporary Members of the Club:-
 - a) Persons who are interested in the game of golf and/or bowls may be elected Temporary Members of the Club for a period not exceeding three months and shall be entitled to the rights and privileges of the Club save and except that they shall not be entitled to take part in or vote at any meeting of the Club and shall not hold any office in the Club or nominate any person for any class of membership.
 - b) At the expiration of any period of Temporary Membership, a Temporary Member may on Application at the discretion of the Committee be re-elected a Temporary Member for a period not exceeding three months at any one time.

Honorary Members

19. The following persons shall be eligible to be elected as Honorary Members of the Club:-

- a) Persons who are of or over the age of 18 years and who reside beyond a five kilometre radius of the Club may be granted the right to use the Club facilities on the authority of any members of the Committee or the Secretary/Manager provided that the period so granted shall not exceed seven days at any one time.

Persons who have been members of golf clubs or bowling clubs situated outside Victoria who have become permanently resident in Victoria and who may have been duly proposed and seconded for membership may at the discretion of the Committee be admitted as Honorary Members during the period pending their election, upon such conditions as the Committee may decide, and provided further that such members shall pay an annual subscription and entrance fee determined by the Committee.

The number of members admitted under this Article shall not exceed twenty at any one time.

- b) Persons who have rendered distinguished service to the community or special services to the Club.
- c) Persons competing in any competition or match on the Club property and members of the Clubs accompanying competing members of their Club.
- d) Competitors in tournaments held with the permission of the Club and officials acting at such tournaments.

For the purpose of the election of Honorary Members pursuant to these Article there shall be an election committee which shall consist of any two members of the committee and the Secretary or the person nominated by the Secretary in his absence.

The Secretary shall keep appropriate records of the names and addresses of all such Honorary Members and the voting of their election.

Such records shall specify the occasion or period in respect of which such Honorary Membership is granted.

The Committee or the election Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any case therefore.

Golf Foundation

20. To stimulate the interest of district youth in the game of golf the Committee may on receipt of an application from a boy or girl attending any school without admitting him or her to membership grant permission to use the golf links before or after school hours on weekdays only or at prescribed times during school holidays and on such conditions as it may determine.

On being granted such permission and until such permission is withdrawn (and it may be withdrawn at any time), all persons using the links under this Article may be required to contribute to the Club such funds or fees as the Committee may determine.

Eligibility of any boy or girl to play on the course under the provisions of this Article shall automatically cease when the boy or girl leaves school.

Annual Subscriptions & Entrance Fees

21. a) The annual subscriptions payable by members and persons with restricted membership shall be as the Club in General Meeting may determine from time to time, but until the Club in General Meeting may otherwise resolve such annual subscriptions shall be:-

Ordinary	
Ordinary Veteran	75% of Ordinary Fee
Intermediate	80% of Ordinary Fee
Intermediate Veteran	75% of Intermediate Fee
Weekday	60% of Ordinary Fee
Weekday Veteran	75% of Weekday Fee
Junior Ordinary 11-17	30% of Ordinary Fee
Junior Ordinary 18-20	50% of Ordinary Fee
Junior Intermediate 11-17	30% of Intermediate Fee
Junior Intermediate 18-20	50% of Intermediate Fee
Country	30% of Ordinary Fee
Non Playing	10% of Ordinary Fee
Corporate	On Application
Social	On Application
Bowls Member	14% of Ordinary Fee

- b) The Club may by resolution at a General Meeting increase or decrease subscriptions without first having to obtain the consent of the Commissioner provided that the minimum annual subscription for any category of membership shall be \$10.00 or such lesser amount as may be approved by the Liquor Control Commission.
- c) Any member of any category who fails to pay his or her subscriptions and/or entrance fee and/or call and/or useable advance within 14 days after it is due shall be sent a notice of default by the Secretary or Treasurer.

From the date of sending such notice of default the defaulting members shall thereupon cease to exercise any of the privileges of the membership.

If the subscription and/or entrance fee and/or call and/ or useable advance remains unpaid for a further period of 14 days from the sending of such Notice of Default, then the member's name may be erased from the current register of members, but shall be replaced thereon by the Committee on the payment of all arrears.

Subscriptions and/or entrance fees and/or call and/ or useable advance not paid within 14 days of their due date shall be subject to an administration fee declared by the Committee not exceeding 10 percent of the amount owing.

- d) All annual subscriptions shall become due and payable in advance on the first day of March in every year.

All categories of members if elected on or after the first day of April in any year shall pay only pro rata subscriptions for that year.

- e) Members elected to another category of membership for which a greater entrance fee is applicable shall be required to pay the difference between the entrance fee paid and that prescribed for the other category at the time of election to such other category.
- f) The committee shall have the power to set the entrance fee payable by persons wishing to become members to the Club.

Application for Membership

- 22. Every candidate for membership of the Club except for Honorary Life Member and Temporary Members shall be proposed by one and seconded by another of the General Body of Members of the Club to both of whom the candidate shall be personally known.

Every nomination for membership shall be made in writing signed by the candidate and by the proposer and seconder and shall be in such form as the committee may from time to time approve.

Until the Committee shall otherwise prescribe, the procedure relating to the nomination of candidates for membership of the Club other than Honorary Life Members and Temporary Members shall be as follows:-

- a) The proposer will submit on the prescribed form of application full information as to:-
 - 1) Full name of the proposed nominee.
 - 2) The name of the seconder.
 - 3) The business and private address, profession or occupation of the proposed nominee, the Clubs to which the nominee belongs (if any) and the names of two members of the Club prepared to act as referees.
 - 4) Any other information that would or may be useful to the Committee in arriving at a decision on the proposal. Such information shall include the category of membership sought on behalf of the applicant.
- b) The Committee shall not be bound to accept application for membership of any person.

Election of Candidate for Membership

23. a) Save and except for Honorary Life Members and Temporary Members the name, address and description of every candidate and the names of the proposer and seconder shall be sent to the Secretary fourteen days at least and shall also be displayed in a conspicuous place in the Club House for at least a week before the election.

For the purpose of this Article the Committee shall be an election committee for the purposes of the Liquor Control Act and a record shall be kept by the Secretary of the Club of the number of the Committee voting.

Every candidate for election shall be balloted for by the Committee and one black ball shall exclude. An interval of not less than two weeks shall elapse between nomination and the election of the person.

- b) Any member may if the committee thinks fit and upon the application of such member be elected a member of any other category of membership subject to there being a vacancy in that category of membership.

A Junior Member may on attaining the age of 21 years if the Committee thinks fit and upon that members own application be elected to any suitable category. On being elected to Full Membership, a Junior Member shall have credited against the current entrance fee the total of subscriptions he has paid whilst a Junior Member and is only required to pay the difference if there is one. Normal fees and subscriptions apply to the new category.

Payment of Subscription

24. When the candidate has been elected the Secretary shall forthwith send to the candidate at the address given upon the application a request for payment of the entrance fee and first annual subscription.

Upon payment of the entrance fee and first annual subscription a candidate shall become a member of the Club.

If within 14 days such entrance fee and subscription be not paid the election shall be null and void.

Rights of Members

25. Subject to the express provisions of these Articles and to the Memorandum of Association and to any by-laws for the time being in force made by the Committee of the Club as herein provided all members of the Club shall be entitled to be supplied at such charges as the Committee shall from time to time determine with such meals refreshments and things as are provided by the Club for the use of its members and no person shall be entitled under these Articles to derive any profit, benefit or advantage from the Club which is not shared equally by every member, save as provided in Article 4.

Members Eligible as Officers, Committee

26. Every member of the General Body of members of the Club who has paid the annual subscription for the current year shall be entitled to be elected as an Officer or to the Committee of the Club.

Visitors

27. A member of the General Body of Members may introduce not more than three visitors at any one time to the privileges of the playing facilities on such terms and on payment of such fees as may be from time to time determined by the Committee.

The same visitors shall not be introduced more than six (6) times in the same year.

The visitor's name and address and the name of the member introducer shall be entered into the Visitor's Book and payment of the prescribed fees made before play.

The Committee may dispense with the charge of fees in respect of any visitor in particular but not limited to officers of other golf or bowling clubs introduced as visitors.

Resignation of Membership

28. Any member may resign membership of the Club by notice in writing addressed to the Secretary and deposited at the registered office of the Club.

If such resignation be not deposited before the last day of February in any year the member resigning shall be liable to pay the subscription for the next ensuing financial year unless otherwise determined by the Committee.

No person ceasing to be member of the Club for any reason shall have any right or title or interest in any property or assets of the Club, save as conferred by any debenture held by him.

A member who has resigned and subsequently is re-elected to the Club shall not be required to pay an entrance fee unless in the meantime such fee has been raised in which case the person shall pay the difference only. The Committee at its discretion may waive any re-joining entrance fee.

Forfeiture of Membership

29. The Committee may cause any member who has not paid any increase in entrance fee within fourteen days after election or within such period as the Committee may allow or any member who has not paid the annual subscription on or before the 31st March to be struck off the current Register of Members and thereon such member shall cease to be a member of the Club and shall forfeit all rights of claim upon the Club and its property (except under any debenture held by him) but may be reinstated at the discretion of the Committee on payment of all arrears and fines.

Any person struck off the Register of Members shall continue to be liable to pay all entrance fees, subscriptions and other monies owing by him/her to the Club at the date of his/her being struck off.

Expulsion of Members and Avoidance of Membership by Bankruptcy etc.

30 (a) If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Club or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a Member or prejudicial to the interest of the Club, the Committee shall have the power by a resolution to censure, suspend or expel the Member from the Club.

Provided that at least one week before the meeting of the Committee at which such resolution is proposed, the Member shall have had notice of such meeting and details of the allegation against the Member and of the intended resolution and that the Member shall at such meeting and before passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence the Member may think fit.

In the event of expulsion or suspension of more than 3 months the Member may appeal the Committee's decision by lodging in writing with the Secretary within 48 hours of the Committee's decision and may elect to have such appeal dealt with by the Club in General Meeting and in that event, a General Meeting of the Club shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such voting to be taken by ballot) the Member concerned shall be punished accordingly. A Member expelled under this rule shall forfeit all right in and claim upon the Club and its property (except under any Debenture or debentures held by him/her).

In the event of an incident of gross misconduct, including sexual harassment, physical violence, damage to club property or theft, the Committee may have good reason to believe that the Member should not be allowed to remain on the Club's premises and in such situations the committee has the power to invoke an immediate suspension of Membership which will remain in force until the Committee meets to consider the allegations against the Member.

The Committee must meet to resolve the matter within 14 days of the date of the immediate suspension.

- b) If any member shall be adjudged a bankrupt or shall make any composition or arrangement with his creditors or being engaged in any profession shall on account of his misconduct be prohibited by the governing body of such profession from continuing to practice under their regulations he shall ipso facto cease to be a member of the Club and shall forfeit all rights in and claim upon the Club and its property (except under any debenture or debentures held by him) but upon application being made by such member to the Committee stating the cause of such adjudication in bankruptcy making of any composition or arrangement or prohibition as aforesaid as the case may be such member may be re-admitted and restored to his former rights by the Committee.

Votes of Members

31. Every Member of the General Body of Members shall be entitled to vote at any Annual or Extraordinary General Meeting of the Club and shall have one vote and no more.

No other member or person shall be entitled to vote and no member otherwise eligible shall be entitled to vote at any meeting unless all moneys then due and payable by that member to the Club have been paid.

Committee of the Club

32. The Committee of the Club shall be the Officers mentioned in Article 33 hereof and six other persons from the General Body of Members of the Club elected as hereinafter provided.

Officers

33. The Officers of the Club shall consist of a President, Vice President, Captain, Vice Captain and Honorary Treasurer elected from the General Body of Members of the Club.

Officers Honorary

34. No Officer or member of the Committee shall be entitled to remuneration for his services save as provided in Article 4.

Retirement of Officers and Committee

35. Subject as hereinafter provided each of the Officers of the Club and three of the six Committee being the three who have been the longest in office since their last election shall retire at each general meeting.

As between persons who become members of the Committee on the same day those to retire shall (unless otherwise agreed amongst themselves) be determined by lot.

All retiring Officers and Members of the Committee shall be eligible for re-election.

Provided always that the Committee of the Club shall in each year from the date of their election hold office for a period of not less than twelve months.

If for any reason the number of Officers and Committee shall be reduced to less than five the remaining Officers and Committee or if there be none the Secretary/Manager of the Club shall have the power to call and shall call an Extraordinary General Meeting of the Members for the purpose of filling the vacancies and may do all acts and cause to be issued all notices which may be necessary for the said purpose.

Appointment of Returning Officer

36. The Committee shall:

- a) Engage an independent supplier of electoral services to conduct the election of Officers and Committee positions.
- b) Require that organisation to appoint in writing a Returning Officer with the proven ability and experience to conduct the elections in a free and fair manner.
- c) Require the Returning Officer to be appointed in sufficient time to commence the nomination process by 1st April in the year of the election.

Election of Officers and Committee

37. The election of Officers and Committee of the Club shall take place in the following manner:

- a) The Returning Officer shall call for nominations from the General Body of eligible financial Members of the Club, as set out in Article 6b, by placing a notice in the Club's Newsletter. Newsletters must be posted to Members, so they are received on or before the 15th day of April in each year.

- b) Any two (2) Financial Members from the General body of Members as set out in Article 6b may nominate in writing any other eligible Members from the General Body (6b), to serve as an Officer or Committee Member of the Club, the Proposer, Seconded and Nominee must sign the form of nomination.
- c) Nominations for Officers and Committee positions shall open on the 15th day of April each year and close at 12 noon on the 30th day of April each year. Where this day is a weekend or public holiday the next available working day shall be deemed the day for the opening or closing of nominations.
- d) Candidates may nominate for more than one position but can not hold more than one position.
- e) At the time of nominating or before nominations close a candidate may submit to the Returning Officer a statement not exceeding 150 words in support of their candidature. The order of candidates statements will be the same as the order of candidates as prescribed for in Rule 37(i) Ballot Paper order.
- f) Any candidate may within 7 days of the closing of nominations notify the Returning Officer in writing of their intention to withdraw their nominations.
- g) If after the close of nominations the Returning Officer finds a nomination to be defective he shall, before rejecting the nomination, notify the person concerned of the defect and where it is practicable to do so give the candidate the opportunity of remedying the defect within a period of not less than 7 days after being so notified.
- h) If the number of nominations received is equal to or less than the number required the Returning Officer shall declare those persons elected. Any vacancies shall be filled by the Committee at its first Committee Meeting.
- i) If the number of nominations exceeds the number of positions to be filled the Returning Officer shall have ballot papers printed, the order of candidates appearing there on shall be determined by Lot.
- j) The ballot shall open on 26th May in each year and close at 9 am on 8th June. In the event of these dates being a weekend the next available working day shall be deemed the day for the opening or closing of the ballot.
- k) Ballot material including candidate statements, "Ballot Paper", envelope and Reply Paid envelope is to be forwarded to eligible financial members at the address shown on the clubs records by the Returning Officer.
- l) The Secretary shall provide the Returning Officer with a Certified list of eligible financial voters.
- m) The method of voting to be used will be first past the post system using numbers, this allows the provision of Rule 37(d) to apply.
- n) Should two (2) or more candidates receive an equal number of votes during the count the Returning Officer is to decide by lot which candidate is elected.
- o) As soon as practicable after the conclusion of the count the Returning Officer will provide a written "Declaration of Results" letter to the Secretary, upon receipt of this document the Secretary will place a copy of such on the Club Notice Board.
- p) A candidate may appoint in writing to the Returning Officer any eligible financial member to act as their scrutineer. Scrutineers may be present at any stage of the election.

- q) Only financial members of categories 1-8 (General Body) as set out in Article 6b shall be entitled to vote at elections.

Casual Vacancies

38. All casual vacancies arising among the Officers and Committee of the Club shall be filled by the Committee. A person chosen to fill a casual vacancy as aforesaid shall retain his office so long as the vacating member of the Committee would have retained the same if no vacancy had occurred.

Books of Account

39. The Committee of the Club shall cause correct accounts and books to be kept showing the financial affairs of the Club and particulars usually shown in books of accounts of a like nature in particular:

- a) of the sums of Money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
- b) of the assets and liabilities of the Club.

The books of account shall be kept at the registered office of the Club or at such other place or places as the Committee think fit and shall always be open to the inspection of the Committee.

The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the account and books of the Club or any of them shall be open to the inspection of members of the Club not being members of the Committee and no members (not being members of the Committee) shall have any right of inspecting any account or books or document of the Club except as conferred by statute or authorised by the Committee or by the Club in general meeting.

Once at least in every year the Committee shall lay before the Club in general meeting an account of income and expenditure for the period since the preceding account.

A balance sheet shall be made out in every year and laid before the Club in general meeting made up to date not more than five months before such meeting and a copy thereof shall not less than fourteen days previously to the meeting be sent to the persons entitled to receive notice of general meetings in the manner in which notices are to be given hereunder.

Powers and Proceedings of the Committee

40. The business and affairs of the Club shall be under the management of the Committee of the Club elected by the General Body of Members as aforesaid for a period of not less than twelve months and they shall be a Committee for all purposes of the Liquor Control Act.

They shall hold periodical meetings and minutes of all resolutions and proceedings of the Committee at such meetings shall be entered in a book to be provided for that purpose.

The President for the time being shall be the Chairman of the Committee and shall when present preside at all meetings of the Committee.

If the President is not present the Committee shall elect a Chairman from one of their numbers who is present.

Save as herein otherwise provided questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

A member of the Committee may and the Secretary on the requisition of a member of the Committee shall at any time summon a meeting of the Committee.

Powers of the Committee

41. The Committee of the Club shall exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in General Meeting.

Quorum for Committee

42. The quorum necessary for the transaction of business of the Committee may be fixed by the Committee and unless and until fixed shall be six.

Levies on Members

43. The Committee may from time to time make a levy on all Members for such an amount as shall be determined by Committee but so that the total amount of the levy or levies made on any Member shall not in one year exceed twenty-five percent of the current annual subscription for the category of Membership to which the Member is elected.

Useable Advance

44. The Committee may impose a useable advance once in any membership year not exceeding 10% of the current annual subscription for the category of membership to which the member is elected, on members for such an amount and upon such terms as the Committee may determine. At the expiration of each financial year in respect of which a useable advance is paid, the amount of each members useable advance then remaining unused shall be deemed to be forfeited to the club as general revenue.

Delegation by Committee

45. Save where powers have been expressly vested in the Committee of the Club by these Articles or by the General Law the Committee of the Club may from time to time delegate any of its powers to such Sub-Committee or Sub-Committees consisting of one or more members of the Committee as they shall think fit to appoint and may recall or revoke any such delegation or appointment.

Any such Sub-Committee shall in the exercise of the powers so delegated conform to any regulations that may be prescribed by the Committee. Provided always that the Committee shall have no power to delegate their control of the supply of liquor to the Club.

Acts of Committee

46. All acts done by any meeting of the Committee or Sub-Committee of the 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 person or persons acting as aforesaid or that they or any of them were disqualified be as valid as if any such person had been duly appointed and was qualified to be a member of the Committee.

Power to Borrow Money

47. The Committee of the Club may issue debentures, debenture stock, bonds or obligations of the Club at the time in any form or manner and for any amount including a power to restrict the transfer, assignment or charge thereof or any of them and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures charging all or any of such property or without any security or otherwise as it thinks fit.

Provided nevertheless that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him is wanted for any purpose of the Club or that no more than is wanted is raised or borrowed.

Debenture Payments

48. The Committee of the Club shall have the power to extend the period for payment of any debenture or debentures or mortgage or charge or any part thereof on such terms and conditions as the Committee may from time to time determine.

Restriction on Power to Sell or Alienate Land

49. The Committee of the Club shall not without the sanction of a general meeting of the Club demise underlet exchange sell or otherwise dispose of the whole or any part of the real property of the Club.

Power to make By-Laws

50. The Committee of the Club shall have power to make alter and repeal by-laws for the conduct and management of the Club PROVIDED HOWEVER that no by-law shall be inconsistent with or affect or repeal anything contained in the Memorandum or Articles of Association of the Club.

General Meetings

51. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Committee.

Annual General and Extraordinary Meetings

52. The above-mentioned general meetings shall be called Annual General Meetings.

All other general meetings shall be called Extraordinary General Meetings.

Subject to Article 31 the only persons entitled to vote at general meetings or to have any voice in the management of the Club shall be the General Body of Members.

Extraordinary General Meetings

53. The Committee may whenever it thinks fit and shall on a requisition made in writing by any thirty or more Members of the General Body of Members convene an Extraordinary General Meeting.

Requisition of a Meeting

54. Any requisition made must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Club.

Receipt of Requisition

55. On receipt of the requisition the Committee shall forthwith proceed to convene an Extraordinary General Meeting.

If it does not proceed to cause a meeting to be held within twenty-eight days from the date of the requisition being so deposited the requisitionists or any twenty-five members of the General Body of Members may themselves convene a meeting and for such purpose shall have access to the Register showing the names and addresses of the General Body of Members of the Club.

Proceedings at General Meetings

56. Fourteen days notice at least specifying the place and date and the hour of meeting (unless at any such meeting it is proposed to pass a special resolution requiring twenty-one days notice) and in case of special business the general nature of the business shall be given to the General Body of Members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Club in general meeting but the non-receipt of such a notice by or the accidental omission to give such notice to any eligible Member shall not invalidate the proceedings at any general meeting.

General Business

57. All business shall be deemed special that is transacted at an Extraordinary General Meeting or that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets the ordinary reports of the Committee and Auditor or Auditors the election of Officers and of Committee in the place of those retiring and the fixing of any remuneration of the Auditor or Auditors.

Quorum of General Meeting

58. No business except to adjourn the meeting shall be transacted at any general meeting unless a quorum of the General Body of Members is present at the time when the meeting proceeds to business. Thirty of the General Body of Members present personally shall be a quorum.

Meetings Dissolved or Adjourned if no Quorum

59. If within half an hour from the time appointed for the meeting a quorum of eligible members is not present the meeting if convened on the requisition of the eligible members shall be dissolved.

In any other case it shall stand to be adjourned to such day, time and place as the Committee may within the period of ten days next following decide and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those eligible members personally present if more than one shall be a quorum.

Chairman of Meeting

60. The President and failing him the Captain shall preside as Chairman at every general meeting of the Club. In case of an equality of votes the Chairman shall be entitled to a second or casting vote.

Absence of Chairman of Meeting

61. If there is no such Chairman or if at any meeting he is not present within five minutes of the time of holding the same the eligible members present shall choose someone of their number to be Chairman of that meeting.

Adjournment of Meeting

62. The Chairman may with the consent of 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.

Declaration of Chairman Conclusive

63. At every general meeting unless a poll is demanded a declaration by the Chairman that a resolution has or has not been carried by either a simple or some special majority and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in fact of or against the resolution.

Poll

64. If a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Notices

65. A notice may be given by the Club to any member either personally or by sending it by post to him at his registered or last known address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

Audit

66. Once at least in every year the accounts of the Club shall be examined and the correctness of the working account and balance sheet ascertained by one or more Auditor or Auditors who shall be a registered company auditor or registered company auditors as the case may be. The Auditor or Auditors shall continue as such until replaced in General Meeting.

Seal

67. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary or such other person as the Committee may appoint or the purpose and those two members of the Committee and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Club is so affixed in their presence.

Emblem/Logo

68. The Emblem/Logo of Eastwood Golf Club shall be crossed clubs, a ball, hole and pin, superimposed with the words Eastwood G.C. and the club colours shall be blue and white.

Supply of Liquor

69. a) No liquor shall be sold or supplied to any person except on the days during the hours and in the manner prescribed or permitted by the provisions of the Liquor Control Act 1968 or any amendments thereof or substitution therefore or under any rules or regulations made pursuant to such Act or amendment thereof substitution therefore.

b) No liquor shall be sold or supplied to any person under 18 years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor is supplied for consumption as part of a meal supplied on the Club premises.

c) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless the same is supplied during the hours in which liquor may be supplied for consumption on the Club premises and unless the liquor is removed from the Club premises by the member purchasing the same.

d) A visitor shall not be supplied with liquor in the Club premises unless in the company of a member providing that a visitor may be supplied with liquor on the Club premises when not in the company of a member at a particular function or a particular occasion in respect of which a permit has been granted under subsection (8) of Section 38 of the Liquor Control Act 1968 as amended.

e) No payment or part payment to any Secretary/Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

f) For the purposes of the Article the word "liquor" where appearing shall be deemed liquor within the meaning of the Liquor Control Act 1968 and the words "Club premises" where appearing shall be deemed to mean such portion of the Club's premises as is for the time being "licensed premises" within the meaning of the liquor Control Act 1968.

g) No person under 18 years of age except persons who are being trained as waiters and are not allowed to serve behind the bar shall be employed in the Club.

- h) No more than 350 persons will be permitted on the licensed premises at any one time, save that where the area of the licensed premises is varied by the Liquor Control Commission, the number of persons permitted on the licensed premises, as so varied, shall be such number as the Liquor Control Commission may approve.
- i) Authorised Gaming Visitor
 - i) Subject to at all times the Club being a holder of a Venue Operators Licence issued under the provisions of the Gaming Control Act 1991, an Authorised Gaming Visitor (as herein after defined) being a person who is not a member or a guest of a member may be admitted to the Club on any day when guests are allowed for the purpose of playing Gaming Machines and for the use of such other Club facilities as the Committee may from time to time permit. Authorised Gaming Visitors may not introduce guests into the Club.
 - ii) The Secretary must keep on the Club premises a register of Authorised Gaming Visitors containing the name and residential address of each authorised Gaming Visitor admitted and the date of that admission.
 - iii) An Authorised Gaming Visitor must:
 - a) produce evidence of his or her residential address before being admitted to the licensed premises.
 - b) carry identification at all times whilst of the licensed premises.
 - c) comply with any relevant rules of the Club whilst on the licensed premises.
 - iv) For the purposes of these rules an Authorised Gaming Visitor is hereby defined as a person who:
 - a) is over the age of 18 years
 - b) whose place of residence is more than 5 kilometres from the licensed premises.
 - c) is not a person who the Committee of the Club has determined should not be admitted.
 - v) Purchase of Liquor by Visitors
A Visitor must not be supplied with liquor in the Club premises unless the visitor is:
 - a) a guest in the company of a member of the Club; or
 - b) an Authorised Gaming Visitor admitted in accordance with the rules of the Club, or
 - c) at a particular function or occasion in respect of which a limited licence has been granted under the provisions of Section 52 of the Liquor Control Act 1987.

Winding Up

70. If upon the winding up or dissolution (other than for the purpose of reconstruction or amalgamation) of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other Club Company institution or institutions having objects similar or in part similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Club under to by virtue of Article 4 hereof such other Club company institutions or institution to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

Indemnity

71. 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 arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or which he is acquitted or in connection with any application under the code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

Indemnity

72. No such officer or member of the Committee of the Club shall be liable for the acts receipts neglects or defaults of any other officer or Committee member of the Club or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee for and on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy or tortious act of any person owing moneys to the Club or with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

Variation of Articles

73. While and so long as the Club is licensed under the Liquor Control Act 1968 the Secretary shall within one month of making any amendment or alteration in the Rules of the Club forward to the Secretary of the Liquor Control Commission a certified copy of such amendment or alteration.

These Articles shall be the Constitution of the Club as from the day
of Tuesday 8th February 2005

I HEREBY CERTIFY that these Articles are the Constitution
as adopted by the Annual General Meeting of the members of the
Club held on the 8th day of February 2005

(Signed)

President of the Club and Chairman of the Meeting.