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GOSFORD GOLF CLUB
CONSTITUTION
OF THE GOSFORD GOLF
CLUB Ltd.

Adopted by Special Resolution on August 20th, 2019

By-Laws amended April 7th, 2026

Constitutional amendment April 7th, 2026

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CONSTITUTION OF THE GOSFORD GOLF CLUB Ltd

THE CORPORATIONS ACT 2001

A Company limited by Guarantee and not having a Share Capital.

CONSTITUTION OF GOSFORD GOLF CLUB LIMITED

ABN 29 000 318 187

WE the several persons whose names and addresses are subscribed hereby agree to the foregoing Constitution of the Gosford Golf Club Limited.

Name, Addresses and Description of Subscribers

Paul Scholberg POINT CLARE NSW 2250	President
Dr Michael Crookes OURIMBAH NSW 2258	Vice President
Alan Keith POINT FREDERICK NSW	Treasurer
Graham Chee NARARA NSW 2250	Captain
David Medcalf KINCUMBER NSW 2251	Director
Dr Greg Skilbeck GREEN POINT NSW 2251	Director
John Harrison NARARA NSW 2250	Director

DATED this: 20/08/2019

CONSTITUTION OF THE GOSFORD GOLF CLUB Ltd

1. Definitions and Interpretations

1.1. Replaceable Rules

All of the replaceable rules set out in the Corporations Act which the Club is entitled to displace, are displaced by the rules set out in this Constitution.

1.2. Definitions

The following definitions apply in this Constitution:

- (a) **Authority** means the Independent, Liquor & Gaming Authority, or any authority which replaces it or exercises its functions;
- (b) **Board** means the board of Directors of the Club;
- (c) **Business Day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in Sydney, New South Wales;
- (d) **General Manager** includes Secretary, Secretary/Manager and Acting Secretary/Manager/CEO;
- (e) **Club** means Gosford Golf Club Limited ABN 29 000 318 187;
- (f) **Club License** means a Club license held by the Club under section 10 of the Liquor Act;
- (g) **Corporations Act** means the Corporations Act 2001 (Cth);
- (h) **Director** means a member of the Board;
- (i) **Financial member** means a member who has paid all money owed to the Club by the due date;
- (j) **Full member** means a person who is an Ordinary member;
- (k) **Gaming Machines Act** means the Gaming Machines Act 2001 (NSW);
- (l) **Licensed Premises** means the premises of the Club to which a Club License relates;
- (m) **Liquor Act** means the Liquor Act 2007 (NSW);
- (n) **Material Personal Interest** means a material personal interest as defined by the Corporations Act;
- (o) **Month** means calendar month;
- (p) **Notice Board** means the board or boards provided in the Club House on which notices for the information of Members are posted, including the Clubs website;
- (q) **Ordinary member** means a member of the Club other than a Life member, Honorary member, Temporary member, or Provisional member;
- (r) **Office** means the Registered Office for the time being of the Club;
- (s) **Officers** includes the President, Vice President, Captain, and Vice-Captain, Treasurer and Secretary and
- (t) Members of the Board but does not include the Auditor or Patron;
- (u) **President** includes acting President;
- (v) **Registered Clubs Act** means the Registered Clubs Act 1976 (NSW);
- (w) **Register** means the Register of Members kept pursuant to the Act;
- (x) **Regulation or Rule** means any advice, direction or instruction not being a By-Law issued by the Board under the provisions of these Articles or of the By-Laws;
- (y) **Seal** means the common seal of the Club;
- (z) **Secretary** means any person appointed to perform the duties of the Secretary of the Club;
- (aa) **Sections** means group or society within the Clubs membership as approved by the Board;
- (bb) **Senior Employee** means the senior employee of the Club on duty at the relevant time;
- (cc) **Special Resolution** has the meaning defined in the Corporations Act (Cth).

1.3. Interpretation

The following rules apply in interpreting this Constitution:

- (a) Words importing the singular include the plural and vice versa;
- (b) Words importing a gender include any gender;

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- (c) Words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act, or the Gaming Machines Act have those meanings unless the context requires otherwise;
- (d) Headings are for convenience only, and do not affect interpretation;
- (e) The table of contents is for convenience only and does not form part of this Constitution;
- (f) A reference to any legislation includes legislation varying, consolidating, or replacing that legislation and includes all regulations or other instruments issued under that legislation;
- (g) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws or Rules of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.

2. Name and Structure

2.1 Name of the Club

The name of the Club is Gosford Golf Club Limited.

2.2 Company Limited by Guarantee

The Club is a non-proprietary Club and is limited by guarantee and the liability of its Members is limited as provided in this Constitution.

3. Registered Club Matters

3.1 Registered Clubs Act

- (a) Except as permitted by the Registered Clubs Act and any other applicable law, a member of the Club, whether or not the person is a Director, or member 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.
- (b) Only the Club and its Members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to the provisions of the Registered Clubs Act or any other applicable law from time to time.
- (c) An employee of the Club must not vote at any meeting of the Club or of the Board, or at any election of the Board, or hold office as a Director.

3.2 Liquor and Gaming

- (a) Liquor must not be sold, supplied, or disposed of on the Licensed Premises to any person, other than a member, except on the invitation and in the company of a member. This rule does not apply in respect of the sale, supply, or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied, or disposed of on the Licensed Premises to any person under 18 years of age.
- (c) A person under 18 years of age must not use or operate gaming machines on the Licensed Premises.

4. Objects

4.1 General Objects

The Club has the following objects:

- (a) To conduct a golf club and provide a golf course, a clubhouse, and associated facilities for the use of members and visitors;
- (b) to promote, encourage and foster the playing of the game of golf and any other sporting activities determined by the Board from time to time, and to provide somethings incidental to the attainment of these objects;

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- (c) to operate and maintain the golf course and its environs in accordance with good business and environmental practices;
- (d) to do all such other things as are necessary to foster and promote the game of golf and other sporting activities;
- (e) to establish and continue a Club for the use and benefit of its Members and to afford to its Members the usual privileges, advantages, conveniences, and accommodation of a Club;
- (f) to continue the business of a registered Club, and, to hold such licenses for (either by itself or its employees, agents, or nominees), and provide all such things, as are commonly or conveniently consumed in a Club;
- (g) to promote and advance social, cultural, educational, charitable, sporting and community activities, subject to any other provision of this Constitution;
- (h) to acquire, give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part of it, subject to the Liquor Act and the Registered Clubs Act.
- (i) A person under 18 years of age must not use or operate gaming machines on the Licenced Premises

4.2 Interpretation

The meaning and effect of any object shall not be restricted by any other object, and each object will be interpreted and have effect as an independent power. This rule 4 is to be interpreted so as to widen and not restrict the powers of the Club.

5 Income and property

5.1 Objects

The Club will apply its income and property solely towards promoting the objects of the Company as stated in rule 4. Subject to rule 5.3, no part of the Club's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

5.2 Board

Subject to rule 5.3, no Director of the Club will be appointed to any salaried office of the Club or any office of the Club paid by fees while still a Director.

5.3 Permitted payments

Nothing in this Constitution prevents the payment in good faith:

- (a) Of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;
- (b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;
- (c) of remuneration to any officers or employees of the Club or to any member in return for services actually rendered to the Club;
- (d) for good supplied to the Club;
- (e) or rent for premises leased by the Club.

6 Winding up

6.1 Limited liability of Members

Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that they are a member or within 1 year thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$2.

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6.2 Distribution of property

- (a) If the Club is wound up or dissolved, any property remaining after the satisfaction of the debts and liabilities of the Club must not be paid to or distributed among the Members. Any such remaining property will be given or transferred to an institution or institutions nominated by the Members which, at or before the time of such winding up or dissolution:
 - (i) Has similar objects to the Club for the predominant purpose of the encouragement of a game or sport; and
 - (ii) restricts the distribution of its income and property to its Members to an extent at least as great as is imposed on the Club under this Constitution.
- (b) If effect cannot be given to rule 6.2(a), then the remaining property shall be given or transferred to some charitable object nominated by the Members at or before the time of such winding up or dissolution.

7 Membership

7.1 Membership

- (a) The Members of the Club are those persons who:
 - (i) Were elected according to previous constitutions and were members at the date of adoption of this Constitution, or
 - (ii) have been elected, according to this Constitution, and
 - (iii) have paid their owed fees.
- (b) The following provisions apply:
 - (i) Those persons who at the date of the Special Resolution adopting this Constitution are entered in the Club's register of Members shall, at the date of adoption of this Constitution, retain the category of Membership shown in the register; and
 - (ii) those persons who are afterwards admitted to Membership after the date of adoption of this Constitution, do so in accordance with this Constitution.
 - (iii) the Board may, at its discretion, limit the total number of members, and the numbers in each category of membership.
- (c) Membership of the Club will consist of the following:
 - (i) Life Members;
 - (ii) ordinary Members, which will consist of the sub-categories set out in clause 7.1(d) below;
 - (iii) temporary Members; and
 - (iv) provisional Members.
- (d) Ordinary Members must be under one of the following sub-categories:
 - (i) Competition Playing Members, who are entitled to attend General Meetings, vote at General Meetings, and be elected as Directors of the Club;
 - (ii) non-Competition Playing Members, who are entitled to attend General Meetings, but are not entitled to vote at General Meetings or be elected as Directors of the Club;
 - (iii) non-Playing Members, who are entitled to attend General Meetings, but are not entitled to vote at General Meetings or be elected as Directors of the Club; and
 - (iv) junior Members, who are under the age of eighteen (18) and who are not entitled to attend General Meetings or be elected as Directors of the Club.
- (e) All Life Members, Ordinary Members and Provisional Members, other than Junior Members, are entitled to introduce Guests.
- (f) The eligibility criteria for each of the categories and sub-categories of membership will be prescribed by the By-Laws from time to time, unless otherwise prescribed by this Constitution

7.2 Election of Members

- (a) A person must not be admitted as a Member unless that person is elected to Membership at a meeting of the Board, or a duly appointed election committee of the Club, with the names of

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those members present and voting at that meeting being recorded by the Secretary. The Board or election committee may reject any application for Membership without giving any reason.

- (b) An application for Membership must be lodged with the Secretary in a form prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution.
- (c) As soon as practicable after the Secretary receives an application for Membership in accordance with this Constitution, the Secretary will cause the name and address of the candidate to be displayed on the Club notice board or in some other conspicuous place in the Licensed Premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club. An interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
- (d) A person elected to Membership must pay the entrance fee (if any) and first subscription, immediately after election. If the entrance fee and subscription is not paid within 1 month after the date of election to Membership, the Board may, at its discretion, cancel the election of the person to Membership.

7.3 Membership and Reciprocal Clubs

- (a) A reciprocal club is one which has signed an agreement with the Club to allow members the privileges of Membership at the reciprocal club, for short duration visits.
- (b) Persons transferring from a reciprocal club may only assume the class of Membership to which they would be entitled having regard to the length of time and class of Membership that they have enjoyed as members of the reciprocal club.
- (c) On acceptance, the applicant will be required to pay any fees the board may determine, and as agreed within any terms of agreement between the reciprocal clubs.
- (d) The Board may at its own discretion limit the number of reciprocal members admitted to the club at any one time.

7.4 Transfer of Membership Category

The Board may transfer a member from any category of Member to another category of Membership for which they are eligible, on the written request of the member, and subject to any limitation contained in this Constitution or the By-Laws. The Board may require the member to pay the difference between the entrance fee (if any) and subscription applicable to the new category of membership and the member's present category of membership.

7.5 Recognition of Service to the Club

Members who have rendered outstanding service to the Club may be elected to Life Membership by resolution of the members in General Meeting carried by a 75% majority of those members who are present and entitled to vote at that meeting, following the submission to the meeting of an appropriate recommendation from the Board. The Board may impose restrictions on the total number of Life Members, and the number allowed to be elected at one time.

7.6 Rights of Members

- (a) The rights to use the facilities and amenities of the Club are attached to the category membership held by the member. These shall be as determined by the Board, from time to time, and specified in the By-Laws.
- (b) The rights to:
 - (i) Attend and to vote at General Meetings;
 - (ii) vote at the election of the Board; and
 - (iii) be nominated for, elected to, and hold office on the Board, are set out in clause 7.1(d) of this Constitution and are conditional upon the member having paid all amounts due and owing to the Club under this Constitution.

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7.7 Cessation of Membership

- (a) A person will immediately cease to be a member if they:
 - (i) Resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club;
 - (ii) return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;
 - (iii) die;
 - (iv) have not paid the subscription or any other money owed to the Club within 7 days (or such longer period as may be determined by the Board) from the date upon which it falls due for payment or
 - (v) are expelled under section 11 of this Constitution, effective from the date of the Board decision.
- (b) The Board, the Secretary, or the Senior Employee, may terminate the membership of any Honorary member or Temporary member at any time without notice and without being required to give any reason.
- (c) A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid to the Club at the date of cessation of that person's membership, and any other money for which that person is or may become liable under this Constitution.
- (d) All prize monies will be re-allocated at the discretion of the Board of Directors

8 Entrance fees, subscriptions, and levies

- (a) Member's subscriptions shall be paid annually or, if the Board so resolves, by quarterly, half-yearly or monthly instalments and in advance or for more than 1 year in advance.
- (b) The Board may make charges and levies on Ordinary members for general or special purposes.
- (c) The entrance fees, subscriptions, levies, charges, and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary members must not be less than the minimum amount prescribed by the Registered Clubs Act.
- (d) A temporary member is not required to pay an entrance fee or subscription.
- (e) The Board may exempt honorary members from paying an entrance fee or subscription.
- (f) The Board may prescribe the time and manner of payment, and all other matters not set out in this Constitution.

9 Addresses of Members

- (a) Members must advise the Club of their current address either physical or electronic as part of their membership application, for the purpose of communicating with the membership.
- (b) A member must advise the Secretary of any change in their address, or any electronic address they have nominated for service of notices

10 Registers

The Club must keep the following registers in accordance with the Registered Clubs Act:

This includes:

- 1. Full name or Last name and Initials
 - 2. Postal Address
 - 3. Date of Birth
 - 4. Occupation
 - 5. Contact phone number
 - 6. E-mail address
- (a) A register of Full members and Life members.
 - (b) A register of Honorary members

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- (c) A register of Temporary members
- (d) A register of persons of at least 18 years of age who enter the Licensed Premises as guests of members.

11 Disciplinary Proceedings

11.1 Disciplinary decisions

If a member refuses or fails to comply with this Constitution or the By-Laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club, conduct which is unbecoming of a member or which shall render the member unfit for membership then the Board may (subject to the natural justice procedure set out in rule 11.2):

- (a) Reprimand the member;
- (b) suspend the member from all or any privileges of membership for such period as it considers fit;
- (c) expel the member; or
- (d) accept the resignation of the member.

11.2 Procedure

- (a) The Club must give the member written notice of any charge against them under this rule 11 at least 14 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (b) The member is entitled to attend the meeting to answer the charge or may answer the charge in writing and is entitled to call witnesses in their defence.
- (c) If the member attends the meeting:
 - (i) After the Board has considered the evidence, it must come to a decision as to the member's guilt or innocence in relation to the charge.
 - (ii) If found guilty, member must be given an opportunity to address the Board in relation to the penalty appropriate to a charge before the Board determines the penalty to be imposed.
- (d) If the member fails to attend the meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine any penalty, in the member's absence.
- (e) Any decision of the Board at the meeting or any adjournment of it, is final and the Board is not required to give any reason.
- (f) The Secretary or Senior Employee may assist the Board but must not vote.
- (g) If a notice of charge is issued to a member under rule 11.2(a), the Board, the Secretary, or the Senior Employee, may immediately suspend that member from all or any privileges of the Club by giving written notice to the member, which may be included in the notice of charge. Any such suspension may be until the charge is determined or until the finalisation of any appeal as the case may require.
- (h) The powers of the Board under this rule 11 may be exercised by a disciplinary committee of at least 3 Directors. A quorum of the disciplinary committee is 3 Directors.
- (i) Appeals
A member has the right to appeal any penalty, suspension or expulsion imposed for disciplinary matters by requesting such to the Secretary within 14 days of receiving notification of a disciplinary hearing.
- (j) Appeals for such will be reviewed by an Appeals Committee whose composition will be determined by the board. The Appeals Committee must not include any members of the Board associated with the disciplinary procedure for which the appeal relates.
- (k) The Appeals Committee must convene a meeting and determine an appeal outcome within 30 days of receiving the request for an appeal.
- (l) The Appeals Committee must notify the Board with the outcome of the appeal meeting within 7 days of the determination of the appeal. The Board will notify the member of the appeals committee decision within 7 days.

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- (m) A member appealing penalty, suspension or expulsion will be entitled to attend the Appeals Committee meeting in the same capacity as outlined in rule 11.2 (b).
- (n) The Appeals Committee may determine an appeal in accordance with rule 11.2 (d) if the member fails to appear at the Appeals Committee meeting.
- (o) Where the person committing the offence is a director, he or she shall be excluded from the Appeals Committee.

11.3 Disciplinary Outcomes

- a **Strike 1** Upon the first proven breach of the code of conduct or the rules of golf, the member will be required to have a conversation with either the Club Captain, the General Manager or both. This meeting will serve as an initial warning and an opportunity to discuss the nature of the infraction, offer guidance, and remind the member of the club's expectations.
- b **Strike 2** Upon the second proven breach, the member will face a suspension from the club for a period of up to six weeks. The duration of the suspension will be determined based on the severity of the infraction and at the discretion of the disciplinary authority. This suspension period is intended to provide the member with time to reflect on their behaviour and its impact on the club community.
- c **Strike 3** The third proven breach will result in the member being called before the disciplinary committee. The committee will review the member's conduct, consider previous infractions, and determine the appropriate course of action. This could range from further suspension to expulsion from the club, depending on the seriousness of the breaches and the member's attitude towards rectifying their behaviour.

12 Non voluntary exclusion

12.1 Grounds and procedure for exclusion

- (a) The Secretary, the Senior Employee, or any other authorised person (as defined in the Liquor Act) may refuse to admit to, remove from, or require to leave, the Licensed Premises or any other property owned or occupied by the Club any person who:
 - (i) Is at the time intoxicated, violent, quarrelsome, disorderly, or indecent;
 - (ii) whose presence on the Licensed Premises or such other property (as the case may be) renders the Club or the Secretary liable to any penalty under any applicable law;
 - (iii) who smokes, within the meaning of the *Smoke-free Environment Act 2000 (NSW)*, while on any part of the Licensed Premises or such other property (as the case may be) that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in their possession, while on any part of the Licensed Premises or such other property (as the case may be) any substance suspected of being a prohibited plant or a prohibited drug; or
 - (v) whom the Club or the Secretary, under the conditions of the Club License or according to a term (of the kind referred to in section 134 or section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Licensed Premises; or
 - (vi) is a member, and whose conduct, in the opinion of the Secretary, Senior Employee or other authorised person (as the case may be) may be prejudicial to the interests of the Club, unbecoming of a member, or which may render the member unfit for membership.
- (b) If a member is refused admittance to, removed from, or required to leave the Licensed Premises or any other property owned or occupied by the Club under rule 12.1(a) the Secretary or Senior Employee may immediately suspend that member from any or all privileges of membership for up to 6 weeks or until any charge issued under rule 11.2(a) is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee.
- (c) Nothing in this Rule limits section 77 of the Liquor Act.
- (d) The rules of natural justice do not apply to rule 12.1(a) or rule 12.1(b).

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12.2 Club policies

The Board, the Secretary, or the Senior Employee may at any time organise and enforce the exclusion from the Licensed Premises of any member or other person in accordance with the Club's responsible service of alcohol policy or responsible conduct of gambling policy, or any applicable law.

13 Patrons

The members in General Meeting may appoint a Patron or Patrons upon a recommendation being made by the Board to the meeting.

14 Playing Guests

- (a) A member may introduce playing guest to the Club, provided that a Temporary member may only introduce guests who are under 18 years of age and in relation to whom the Temporary member is a responsible adult.
- (b) A member must not introduce as a guest any person who has been expelled from the Club or who is suspended from membership.
- (c) A guest must at all times remain in the reasonable company of the member who has introduced them to the Club and must not remain on the Licensed Premises any longer than that member.
- (d) A member must ensure that the Club's register of guests is duly completed in relation to any guest they introduce to the Licensed Premises (except if the guest is under 18).
- (e) A member is responsible for the conduct of their guests.
- (f) The Board, the Secretary, or the Senior Employee, may refuse a guest admission to, or require the guest to leave, the Licensed Premises or any other property owned or occupied by the Club at any time without notice and without being required to give any reason.
- (g) The Board may make By-Laws regulating the terms and conditions on which guests may be admitted to the Club.

15 Board of Directors

15.1 The Board

- (a) The Board shall consist of seven (7) Directors, comprising a President, Vice President, Captain, Treasurer and 3 other Directors.

15.2 Eligibility

- (a) Any full or life member in a playing member category is eligible to stand for election to the Board subject to exclusions detailed in section 15.2(b).
- (b) A member is not eligible to be nominated for or elected to the Board if the member:
 - (i) Has been found guilty of a charge in disciplinary proceedings under this Constitution within the period of 2 years immediately prior to the date determined for the Annual General Meeting in that Board election year under rule 15.3;
 - (ii) is a former employee of the Club whose services were terminated by the Club for misconduct; or has at any time been convicted of an indictable offence;
 - (iii) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
 - (iv) is a director of any other registered club at the time the Authority appointed an administrator to that registered club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
 - (v) has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years;
 - (vi) has been disqualified from holding a liquor license or being the manager of liquor licensed premises, at any time within the last 6 years;

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- (vii) has been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years;
- (viii) is an employee of the Club
- (ix) is the current Returning Officer of the Club.

15.3 Election

- (a) The Board shall determine the appropriate nominations of positions to the Board with the view to ensure the optimum efficiency of the Board.
- (b) No election term shall exceed three (3) years.

15.4 Triennial Rule and Subsequent General Meeting

It is desirable that replacement of Board members should be staggered over the three-year term of office for the Board members, so that only one third of the Board are replaced, in order to retain corporate membership and business continuity. The position of Vice-President shall be appointed by the Board of Directors. In general, it's desirable that the President and Vice President should not be replaced in the same election, and similarly the Captain and the Treasurer should not be replaced in the same election. The remaining Directors should be up for election in alternate years, so that one existing member is re-elected, or a new member is elected every year

Filling of casual vacancies on the Board by a Director who will serve out the elected term of the retiring Director should minimise the need to invoke the Triennial rule, however, where a majority of the Board resigns or is removed at general meeting by the membership, at the same time, then the Triennial Rule will come into effect, such that some directors will be elected for one, some for two, and some for three-year terms, according to the following:

- (a) President and Treasurer are to be elected for three-year term;
- (b) Captain for a two-year term initially; and
- (c) other Directors elected for 1, 2, and 3-year terms, decided by lot.

At subsequent general meetings, where the triennial rule is in effect, the term of appointment for directors will revert to the three-year period once the Triennial appointment period has expired.

- (a) At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of Members required to fill vacancies (other than casual vacancies) on the Board shall be elected and shall, unless otherwise disqualified hold office for three (3) years.
- (b) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Article shall, unless otherwise disqualified, hold office expiration of the Board member that has been replaced.
- (c) In the event that the number of candidates nominated for any position on the Board exceeds the number required to be elected, a ballot shall be held prior to the Annual General Meeting as provided for. Ballot papers shall be emailed or posted to members eligible to vote for the election of the Board of Directors, for completion and return either by mail or delivered to the office of the Club during office hours prior to closing date.

15.5 A person whose term of office as a member of the Board expires is not for that reason ineligible for election for a further term.

15.6 Voting Procedure

- (a) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Full or Life Members of the Club entitled to attend and vote at General Meetings and by the nominee who shall state the office or offices for which the nominee is nominated.

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- (b) Nominations shall be lodged with the General Manager at the office of the Club at least twenty-one (21) days prior to the date of the Annual General Meeting at which the election is to take place. The General Manager shall forthwith post notification of such nominations on the Club notice board.
- (c) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of these Articles the order of seniority of offices shall be:
 - Firstly: President
 - Secondly: Captain
 - Thirdly: Treasurer
 - Fifthly: Ordinary Board member
- (d)
 - a. If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
 - b. If insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may with the consent of the nominee, be made orally at the Meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by secret ballot for such vacancies shall be held at the meeting.
 - c. If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken prior to the Annual General Meeting as provided by By-Law provided that the electronic ballot shall be ratified by a Returning Officer and two or more scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer. In the event of an equality of votes in favour of two or more candidates the Chairperson of the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
 - d. Candidates shall be listed in surname alphabetical order for the respective positions
 - e. The Board may make By-Laws consistent with this Constitution concerning, or otherwise determine, the procedure as to nominations and the conduct and declaration of the election.
 - f. The Board may at any time appoint a Director pursuant to section 30(1) (b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1) (k1) of the Registered Clubs Act.
 - g. The Board shall annually appoint a Returning Officer. The Board will seek expressions of interest from the ordinary membership. The Returning Officer is not eligible for election to the Board.

15.7 Removal of a member of the Board

- (a) Subject to this Constitution, the members in General Meeting may by ordinary resolution remove any Director or Directors before the expiration of their period of office, in accordance with the Corporations Act, and may by ordinary resolution appoint another eligible member or members in their place. Any member so appointed will hold office only during such time as the Director in whose place they are appointed would have held the same if they had not been so removed.
- (b) In addition to the circumstances in which the office of a Director becomes vacant by law or under this Constitution, the office of a Director becomes vacant if the Director:
 - (i) Dies;

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- (ii) is absent from meetings of the Board for a continuous period of 3 months or from 3 successive meetings of the Board, without leave of absence from the Board;
- (iii) resigns by notice in writing to the Secretary;
- (iv) becomes of unsound mind or physically or mentally incapable of performing the duties of that office as resolved by the Board;
- (v) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
- (vi) becomes an employee of the Club;
- (vii) ceases to be a financial member of the Club;
- (viii) ceases to be a member eligible to hold office on the Board;
- (ix) ceases to be a member of the Club;
- (x) is a director of any other registered club at the time an administrator, receiver or liquidator was appointed for any reason, at any time within the last 6 years;
- (xi) has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years;
- (xii) has been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years.

16 Operation of the Company

16.1 Powers and Duties of the Board

- (a) The business of the Club is to be managed by or under the direction of the Board.
- (b) Except as otherwise required by the Corporations Act, any other applicable law, or this Constitution, the Board.
 - (i) Has the power to manage the business and affairs of the Club; and
 - (ii) May exercise every right, power, or capacity of the Club not by law or by this Constitution otherwise required to be exercised by the Club in a General Meeting.

16.2 Property

The Board may acquire, sell, exchange, lease, license, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to compliance with the Registered Clubs Act.

16.3 By-Laws

- (a) The Board may make any By-Laws consistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects, and property and for the convenience, comfort, and well-being of the members.
- (b) The Board may at any time amend or rescind any such By-Laws.
- (c) Any By-Laws made under this Constitution will come into force and have the full authority of a By-Law of the Club on being posted upon the Club noticeboard.

16.4 Committees

- (a) The Board may constitute committees comprising of at least 1 Director and including other persons suitable to assist and advise the Board in the discharge of its functions. Board committees will be constituted and act in accordance with resolutions of the Board.
- (b) The President has the right to be ex officio a member of all such committees.
- (c) A committee may meet and adjourn as it thinks proper.
- (d) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and the chairperson will have a deliberative vote only.

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- (e) The meetings and proceedings of any committee consisting of 2 or more members will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board as far as they are applicable and are not superseded by any resolution of the Board.

16.5 Sections

- (a) The Board may create sections for the conduct, management and control of all or any games, sporting, or other activities in which the Club is engaged or interested.
- (b) The Board may determine the financial members eligible to participate in such sections and committees and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.
- (c) The Board may empower any such section to open and operate an account in the name of the section in such bank or financial institution as the Board approves, provided that the persons eligible to operate upon any such account must be approved by the Board, which may also remove and replace any such person.
- (d) Subject to the absolute control and supervision of the Board, each such section created shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- (e) Subject to this rule 16.5, the constitutions and rules or By-Laws of each such section created under this Constitution may be amended by ordinary resolution of the members of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment will have effect unless and until it has been approved by the Board.
- (f) The Board may pass By-Laws for the control and regulation of such sections and also terminate and dissolve any such sections or reconstitute them on a similar or different basis.

17 Proceedings of the Board

17.1 Board Meetings

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit. The Board must meet at least twelve (12) times in a calendar year and minutes of all resolutions and proceedings of the Board must be recorded.
- (b) The President may at any time, and the Secretary must on the requisition of 3 Directors, convene a Board meeting.
- (c) The quorum for meetings of the Board must be a majority of the directors.
- (d) A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- (e) The President is entitled to be the chairperson of Board meetings, but if the President is absent or unable or unwilling to act then the Vice President will chair the Board meeting. If both the President and the Vice President are absent or unable or unwilling to act, the Directors present must elect one of their number to chair the Board meeting.
- (f) All acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

17.2 Notice of Board Meeting

Each Director must be given reasonable notice of each Board meeting. Actual non-receipt of notice by a Director does not result in a Board meeting being invalid, provided such notice was given.

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17.3 Continuing Directors

If there is a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only:

- (a) For the purpose of requesting the members to appoint additional Directors;
- (b) to convene a General Meeting; or
- (c) to fill casual vacancies on the Board.

17.4 Voting

Subject to this Constitution, a resolution at a Board meeting must be passed by a majority of the votes cast by the members present and entitled to vote on the resolution. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

17.5 Written Resolution

- (a) The Board may pass an ordinary resolution without a Board meeting being held if a majority of director entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs. An electronic signature by a Director will be acceptable for this purpose unless otherwise provided by law.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. For the avoidance of doubt, special resolutions cannot be passed by circulating resolutions.

17.6 Attendance of Non-Directors

The President or a majority of the Directors may request the attendance at any Board meeting of any person who in their opinion may be able to assist the Board in any matter under consideration.

17.7 Procedure at Board Meetings

Subject to this Constitution and the Corporations Act, the procedure to be followed at a Board meeting will be as the Board decides.

18 Director's duties and interests

18.1 Duty to disclose Material Personal Interests

- (a) For the purposes of this rule 18, a Director has a Material Personal Interest in a matter that relates to the affairs of the Club if that Director would be considered to have a Material Personal Interest under the Corporations Act.
- (b) Unless the Corporations Act says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Club must, at a Board meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other Directors notice of the interest which must include details of:
 - (i) The nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Club; and
 - (iii) any other information the Director is required to disclose under the Corporations Act.
- (c) A Director does not need to give notice of an interest under rule 18.1(b) if he or she is not required to do so under the Corporations Act however this does not affect the Director's obligations under the Registered Clubs Act and Registered Clubs Accountability Code.
- (d) A Director who is required to disclose a Material Personal Interest to the Club under this Constitution or the Corporations Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting.

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18.2 Effect of Director having a Material Personal Interest

Each Director must comply with the Corporations Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a Material Personal Interest.

18.3 Standing disclosure

A Director may disclose a Material Personal Interest in the form of a standing notice to the other Directors with ongoing effect in accordance with the Corporations Act.

18.4 Accountability Code

Directors must comply with the Registered Clubs Accountability Code as amended from time to time in accordance with the Registered Clubs Act.

19 Secretary

Only one (1) Secretary will be appointed by the Board at any time, and the Secretary will hold office on such terms and conditions (including as to remuneration) as the Board determines.

20 General Meetings

20.1 The Annual General Meeting

A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All General Meetings other than Annual General Meetings shall be called General Meetings.

20.2 General Meetings

- (a) The Board may convene a General Meeting whenever it considers fit.
- (b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Corporations Act.
- (c) The members may call a General Meeting only in accordance with Section 249E or Section 249F of the Corporations Act.
- (d) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (e) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (f) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

20.3 Notice

- (a) At least 21 days' notice specifying the place, day, and hour of a General Meeting and in the case of special business the general nature of that business must be given to all members entitled to attend and vote at that General Meeting.
- (b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

20.4 Quorum

- (a) No business shall be conducted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is:

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- (i) For a General Meeting which is called by, or upon request of, members, not less than 25 members who are present and entitled to vote; and
- (ii) For any other General Meeting and the Annual General Meeting, not less than 25 members who are present and entitled to vote.
- (b) If within 60 minutes from the time appointed for any General Meeting a quorum is not present, the meeting is dissolved.
 - (i) If the meeting has been convened upon by or the request of members, the meeting is dissolved.
 - (ii) In any other case the meeting will stand adjourned to:
 - A. The same day in the next week at the same time and place; or
 - B. To another day, time and place determined by the Board, but such period shall be less than 1 month
- (c) If a quorum is not present at a General Meeting resumed after an adjournment under rule 20.4(b) (ii) the members who are present will be a quorum and may transact the business for which the meeting was called

20.5 Proceedings

- (a) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of Annual General Meeting:
 - (i) The consideration of the annual financial report, Directors' report, and auditor's report
 - (ii) the election of Directors;
 - (iii) the appointment of the auditor.
- (b) The President is entitled to be the chairperson at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice President will act as chairperson. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members present will elect a Director or 1 of their number to be chairperson of the meeting.
- (c) Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the chairperson or by not less than 5 members) and the chairperson of the meeting shall have a deliberative vote only.
- (d) At any General Meeting (unless a poll is demanded), a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the 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 votes recorded in favour of or against such resolution.
- (e) A poll demanded on a matter other than the election of a chairperson, or the question of an adjournment must be taken when and in the manner the chairperson directs. A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.
- (f) The chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so, directed by the meeting), adjourn the meeting from time to time and from place to place. When a General Meeting is adjourned:
 - (i) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment;
 - (ii) a resolution passed at a General Meeting resumed after an adjournment will be deemed to be passed on the date when it was in fact passed, and will not be deemed to have been passed on any earlier date; and
 - (iii) new notice of the resumed meeting must be given only if the General Meeting is adjourned for 1 month or more.

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- (g) Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in the book provided for that purpose. Such minutes must be signed by the chairperson of the meeting to which it relates or by the chairperson of the next meeting. A minute that is so recorded and signed is evidence of the proceeding, resolution, or declaration to which it relates, unless the contrary is proved.
- (h) Any member who wishes to bring before an Annual General Meeting any business not relating to the ordinary business of the meeting must give notice in writing to the Secretary not later than twenty-one (21) prior to the date of the A.G.M and no such business shall come before the meeting unless such notice has been given.

20.6 Voting

- (a) Each member who is entitled to vote shall have 1 vote.
- (b) Voting by proxy is not allowed:
 - (i) At any election of the Board;
 - (ii) at any meeting of the Board or of a committee of the Board;
 - or
 - (iii) at any General Meeting.
- (c) A challenge by a member to another member's right to vote at a General Meeting:
 - (i) May only be made at the meeting; and must be determined by the chairperson, whose decision is final.

21 Accounts and audit

21.1 Financial year

The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Corporations Act, be for such other period as the Board may determine.

21.2 Keeping Accounts

The Board must cause the Club to keep financial records that:

- (a) Correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial statements to be prepared and audited.

21.3 Right of Access

A Director has a right of access to financial records of the Company at all reasonable times and after providing reasonable notice.

21.4 Financial Report

If required by the Corporations Act, the Board must cause the Club to prepare a financial report and a Directors' report that comply with the Corporations Act and must report to the members in accordance with the Corporations Act.

21.5 Audit

If required by the Corporations Act, the Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report.

22 Executing documents

22.1 Common Seal

- (a) The Club will not have a common seal unless the Board resolves to adopt one. Any common seal adopted by the Board may only be used with the authority of the Board.
- (b) The fixing of the common seal, or any duplicate seal, to a document must be witnessed:
 - (ii) By 2 Directors;

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- (iii) By 1 Director and the Secretary
or
- (iv) By any other way resolved by the Board

22.2 Signing documents

- (a) The Club may execute a document (including a deed) without using the common seal if that document is signed by:
 - (i) 2 Directors;
or
 - (ii) 1 Director and the Secretary.
- (b) Nothing in this rule 22 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

23 Notices

23.1 Giving a notice

Notice may be given by the Club to any member either:

- (a) Personally;
- (b) By sending the notice by post to the address of the member recorded for that member in the register;
- (c) by sending the notice to the electronic address (if any) nominated by the member;
or
- (d) by notifying the member that the notice is available and how it may be accessed (if the member has nominated electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice).

23.2 When notice is given

- (a) Where a notice is sent by post it is taken to be given:
- (b) In the case of a notice convening a meeting, on the day after the day on which the notice was posted;
or
- (c) in any other case, 3 days after the notice was posted.
- (d) Where a notice is sent by electronic means, the notice is taken to have been given on the business day after it was sent.
- (e) Where notice is given under rule 23.1(d), the notice is taken to be given on the business day after the day on which the member is notified that the notice is available.

24 Indemnity

24.1 Indemnity

Subject to the Corporations Act, the Club must, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Act) of the Club against a liability incurred by that person as an officer of the Club:

- (a) To a person other than the Club (including a liability incurred as a result of appointment or nomination of the Club or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the Corporations Act; and
- (b) for costs and expenses incurred by the officer in defending civil or criminal proceedings except as prohibited under the Corporations Act or otherwise by law.

24.2 Insurance

Subject to the Act, the Club may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Corporations Act.

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24.3 Former Officers

The indemnity in favour of officers under rule 24.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

25 Amendments to Constitution

This Constitution may be amended only by a Special Resolution passed by a three-quarters majority of members eligible to vote and who are present at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

26 Links

NSW Legislation

<https://www.legislation.nsw.gov.au/#/>

Registered Clubs Act

<https://legislation.nsw.gov.au/#/view/act/1976/31>

Corporations Act

<https://www.legislation.gov.au/Details/C2018C00131>

Liquor Act:

<https://www.legislation.nsw.gov.au/#/view/act/2007/90>

Gaming Machine Act

<https://www.legislation.nsw.gov.au/#/view/act/2001/127>

Smoke-free Environment Act

<https://www.legislation.nsw.gov.au/#/view/act/2000/69>



GOSFORD GOLF CLUB
BY-LAWS
OF THE GOSFORD GOLF
CLUB Ltd

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CONSTITUTION OF THE GOSFORD GOLF CLUB Ltd

1. Introduction

1.1 Nature of By-Laws

These By-Laws are made under **Constitution Sec 16.3** and govern matters necessary for the proper administration of the Club where the Constitution permits the Board to regulate details

1.2 Authority & Amendments

By-Laws may be created, amended, or repealed by Board resolution and take effect when posted on the Club noticeboard or website

2. Membership

2.1 Membership Categories

The Club's membership categories are established under **Constitution Sec 7.1** and include:

- Competition Playing Members
- Non-Competition Playing Members
- Non-Playing Members
- Junior Members
- Life Members
- Honorary Members
- Temporary Members
- Provisional Members

2.2 Membership Schedule

Eligibility, access rights, fees, privileges, and any restrictions attached to each category will be defined in the **Membership Schedule**, approved annually by the Board.

2.3 General Meeting Rights

Member rights to attend, vote and hold office are governed exclusively by **Constitution Sec 7.1 (d)**.

2.4 Standards of Behaviour

Members and Guests must conduct themselves in a manner that upholds the reputation, values and enjoyment of the Club community.

2.5 Compliance

Members and Guests must comply with:

- The Constitution
- These By-Laws
- Club policies
- All lawful directions of staff and authorised officials
- Rules of Golf including local rules

2.6 Disciplinary Action

Breaches of these obligations under By Law 2.5, may be addressed under **Constitution Sec 11** (Disciplinary Proceedings) or **Sec 12** (Non-voluntary exclusion).

3. Use of the Course & Clubhouse

3.1 General

Members, Guests, and visitors must follow all displayed signage and staff directions for safety, care of the course, and responsible use of licensed premises

3.2 Policies

Operational standards for course, practice, dress, and motorised vehicles are determined by the following **Policies & Rules**:

- **Course Care Policy**
- **Practice & Safety Rules**
- **Dress Standards Policy**
- **Motorised Cart & Vehicle Policy**

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4. Competitions

4.1 Rules

All competitions are governed by:

- The Rules of Golf
- World Handicap System (WHS)
- The Competition Policy

4.2 Eligibility

Member eligibility to participate in events is determined by the Membership Schedule and Competition Policy.

4.3 Administration

The Match Committee (or designated staff) administer competitions, including rules and pace-of-play management.

5. Guests

5.1 Guest Access

Guest conditions and limitations are governed by **Constitution Sec 14 (Playing Guests)** and the **Guest Policy**.

5.2 Members Responsibility

Members are responsible for ensuring their Guests comply with Club rules and conduct expectations.

6. Committees & Sections

6.1 Establishment

The Board may establish, vary, or dissolve Committees or Sections under **Constitution Sec 16.4 & Sec 16.5**.

6.2 Terms of Reference

Each Committee or Section operates under a **Board approved Terms of Reference**

6.3 Reporting

Committees and Sections must report to the Board as required by their Terms of Reference.

7. Fees, Subscriptions & Financial Matters

7.1 Payment

Fees and subscriptions are set and administered by the Board under **Constitution Sec 8**

7.2 Unfinancial Members

- a. A member who fails to pay monies by due date shall become unfinancial and lose all privileges.
- b. Membership ceases if fees remain unpaid for **7 days after the due date** unless the Board extends the period (**Constitution Sec 7.7 (a) (iv)**).
- c. Privileges may be reinstated, provide the member settles their outstanding fees in accordance with By-Law 7.2 (c).
- d.

7.3 Refunds & Remissions

The Board may approve refunds or remissions in limited circumstances as outlined in the Refund & Remission Policy.

8. Policies

8.1 Operational Polices (a copy can be obtained from the General Manager)

To support these By-Laws, the Board maintains the following policies (non-exhaustive):

- Membership Schedule
- Competition Policy
- Course Care Policy

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- Dress Standards Policy
- Guest Policy
- Committee & Section Terms of Reference (Appendix 2)

8.2 Authority of Policies

Policies may be amended by the Board at any time and have the same binding force as these By Laws when published.

9. Interpretation

9.1 Conflicts

Where these By-Laws conflict with the Constitution the Constitution prevails

9.3 Board Determination

Any dispute regarding the interpretation of these By Laws is determined by the Board, consistent with **Constitution Sec 1.3 (g)**

APPENDIX 1

CLASSES OF ORDINARY MEMBERS

Members have the following rights and obligations – see conditions and exclusions

- Any person who has attained the age of 18 years and is eligible under the Constitution.
- Members in this category have full playing and voting rights and are eligible to stand for the Board.
- Can play in any competition for which they are eligible upon payment of competition and green fees
- Can play social golf at any time on payment of green fees, subject to course and tee-time availability.
- Full use of Club house facilities.
- Annual subscription and any subsequent levies are payable.

Category One Competition Playing Members

7-Day Member

7-Day Unlimited Member

7-Day Advance Member– Category is closed for subscription

Life Members – Conditions and exclusions

- No annual subscriptions or levies are payable
- Have preferential booking rights

Intermediate (1) Member 18-21 years of age

Intermediate (2) Member 22-28 years of age

Intermediate (3) Member 29-35 years of age

Lifestyle Member (Restricted capped membership) Additional credits can be purchased

PAYG Month to Month Members – Category is closed for subscription

Corporate Sponsor Member (Corporate Member) – Conditions and exclusions

- Annual subscription is payable as part of the sponsorship agreement.
- Are free to play social golf subject to course availability

Country Members – Conditions and exclusions

- Reside beyond a radius of 100 kilometres from the GGC
- No voting rights and are not eligible to stand for the Board.

Junior Member – Conditions and exclusions

- Must be over the age of five (5) years and under the age of eighteen (18) years
- Have no voting rights and are not eligible to stand for the Board
- Must have attained an appropriate handicap
- Access Restrictions to areas of the Clubhouse

Junior Representative Member – Conditions and exclusions

- Must be over the age of five (5) years and under the age of eighteen (18) years
- Have no voting rights and are not eligible to stand for the Board
- Must have attained an appropriate handicap
- Access Restrictions to areas of the Clubhouse

Rookie and Rookie Extension Member - Conditions and exclusions

- No voting rights and are not eligible to stand for the Board.
- Can only play in 9-hole competitions or by invitation in special 18-hole events
- Can play in Club competitions with the approval of the Captain

Profession Member – Conditions and exclusions

- Full member of the Professional Golf Association of Australia
- Full rights as Category One Members, subject to the following conditions and exclusions
- No voting rights and are not eligible to stand for the Board.
- Are free to play social golf subject to course availability
- No annual subscription or levies are payable

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Category Two Non- Competition Playing Members

Any person who has attained the age of 18 years and is eligible for election under the Constitution.

Members in this category have no playing or voting rights and are not eligible to stand for the Board.

No Annual subscription and subsequent levies are payable.

Social Golf Member

Members of a Social Golf Club – subject to the conditions specified in the Social Golf Club Agreement and the payment of green fees etc.

Social Members

Honorary Members

Members On-Hold - Any member who has requested to have their membership put on hold for reasons of injury or a medical condition, subject to payment of the prescribed fee.

Special Olympic Golfers - Conditions and exclusions

- Members in this category have limited social playing rights at no charge, subject to course availability. Must be pre-booked and under the guidance of a registered Special Olympics volunteer

APPENDIX 2

Finance & Governance Committee

1. Purpose

The Finance & Governance Committee is established to ensure the golf club operates with responsible financial management and robust governance practices. The committee oversees financial planning, budgeting, accounting, reporting, and governance frameworks to safeguard the club's assets, uphold compliance with regulations, and support effective decision-making and accountability.

2. Responsibilities

- a. **Financial Planning:** Develop and monitor long-term financial strategies aligned with the club's goals.
- b. **Budgeting:** Review and monitor the annual budget to ensure effective allocation of resources.
- c. **Accounting:** Oversee the accuracy and integrity of the club's financial records.
- d. **Reporting:** Provide regular financial updates to the board and members.
- e. **Annual Reporting:** Oversee the preparation of the club's annual financial statements.
- f. **Audit:** Liaise with the club's auditor. Oversee audits to ensure compliance with financial policies.
- g. **Risk Management:** Identify and manage financial risks to protect the club's assets.
- h. **Policy Development:** Establish financial and governance policies and procedures to guide operations and board oversight.
- i. **Internal Controls:** Monitor the club's internal control systems and processes.
- j. **Financial Systems:** Oversee all aspects of the financial systems used by the club.
- k. **Governance Framework:** Review and recommend updates to the club's constitution, bylaws, policies, and procedures.
- l. **Compliance:** Oversee the club's compliance with regulatory and legal requirements.
- m. **Board Performance:** Oversee an annual review of the Board's performance and effectiveness.
- n. **Orientation & Training:** Develop and oversee a board member orientation and training program.
- o. **Conflict of Interest:** Review conflict of interest policies and advise on potential conflicts.

3. Composition

- a. The committee shall consist of a maximum of five members, including the Treasurer, The Chief Financial Officer, and General Manager are invited attend but shall not have the privilege of voting on any matters before the Committee. The President may serve as an ex-officio member.
* The Chair of the Finance & Governance Committee may extend an invitation to Board members or the chairs of other committees if potential discussions or recommendations are likely to affect these individuals or their respective committees.
- b. It is desirable that members have a background in finance, accounting, business management, governance, or law.
- c. **Decisions/Recommendations:** All committee decisions/recommendations must be supported by at least one committee member who is also a member of the Board.

4. Chairperson

The Chairperson will be appointed by the Board of Directors and is responsible for leading committee meetings, setting agendas, ensuring decisions are implemented, and reporting to the Board.

5. Members

Members are appointed by the Board of Directors and shall serve for a term of three years, renewable by mutual consent. Members are expected to:

1. Attend all committee meetings
2. Contribute to the development and review of governance policies
3. Provide expertise and insights on governance matters
4. Maintain confidentiality and act in the best interest of the club

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6. Meetings

The Finance & Governance is required to meet at least ten (10) per annum. A quorum for meetings shall be a majority of the committee members.

7. Agenda and Minutes

The agenda for each meeting will be prepared by the Chairperson and circulated to members in advance. Minutes of each meeting will be recorded and distributed to the committee members and the Board of Directors.

8. Reporting

The Finance & Governance Committee will report to the Board of Directors after each meeting, providing updates on key discussions, decisions, and recommendations. An annual report summarising the committee's activities and achievements will be presented to the Board and included in the club's annual report.

9. Confidentiality

All committee members must maintain the confidentiality of sensitive information discussed during meetings and adhere to the club's confidentiality policies.

10. Evaluation

The Finance & Governance Committee will conduct an annual self-evaluation to assess its performance and effectiveness. Feedback will be used to identify areas for improvement and to enhance the committee's contribution to the club's governance.

11. Review

The terms of reference for the Finance & Governance Committee shall be reviewed annually by the board to ensure its adequacy and relevance.

Match & Golf Operations Committee

1. Purpose

The Match & Golf Operations Committee is established to support The Director of Golf with the organisation, management, and execution of all competitions and matches held at the golf club. The committee may provide advice when it believes that events are not meeting the needs of the membership or are not being conducted fairly and in accordance with the club's rules and regulations.

2. Membership

2.1 Composition

The Match & Golf Operations Committee shall be composed of:

The Club Captain (Chairperson)

Vice-Captain (*this should be by preference be the Ladies Captain*)

General Manager

Director of Golf

One (1) or more members appointed by the Club's Board of Directors

2.2 Term of Office

Members of the Match & Golf Operations Committee shall serve a term of three years.

Members may be reappointed for subsequent terms.

3. Responsibilities

The Match & Golf Operations Committee supports the Director of Golf in:

3.1 Setting the annual match schedule, including dates, formats, and entry requirements for each event.

3.2 Ensuring all matches are conducted in accordance with the Rules of Golf as approved by the R&A as well as the local rules of the Club.

3.3 Determining and publishing the conditions of competition for each event.

3.4 Overseeing the registration process for all matches and competitions.

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- 3.5 Managing the results and maintaining accurate records of all matches and competitions.
- 3.6 Providing feedback to the Director of Golf on members concerns or ideas in relation to events. These concerns may be provided by members in writing or verbally.
- 3.7 Addressing and resolving any disputes or issues that arise during matches.
- 3.8 Determining and amending the Local Rules of the club as required
- 3.9 Handicapping
 - i. Request for adjustments to handicaps on medical grounds will be considered by the Match & Golf Operations Committee only and if an adjustment is approved the decision will be reviewed no later than 3 months from the initial request.
 - ii. Only the Match & Golf Operations Committee can approve adjustments to handicaps.
 - iii. Monitor the use of players using social round scores to adjust handicaps
 - iv. New members may submit social cards signed by another member to gain a handicap to commence playing competitions. The Match & Golf Operations Committee or the Director of Golf can approve a new members handicap.

4. Meetings

- 4.1 The Match & Golf Operations Committee shall meet bi-monthly and at other times as required.
- 4.2 A quorum for meetings shall be three members.
- 4.3 Minutes of each meeting shall be recorded and submitted to the Club's Board of Directors.

5. Reporting

- 5.1. The Chairperson shall report to the Club's Board of Directors on the activities and decisions of the Match & Golf Operations Committee.
- 5.2 An annual report shall be prepared and presented to the Club's Annual General Meeting.

6. Review

The terms of reference for the Match & Golf Operations Committee shall be reviewed annually by the board to ensure its adequacy and relevance.

Course Committee

1. Purpose

The Course Committee is established to ensure the effective management, maintenance, and enhancement of the course. The Committee aims to provide members with a high-quality golfing experience by overseeing all aspects related to the course condition, design, and use.

2. Authority

The Course Committee operates under the authority of the Gosford Golf Club's Board of Directors. It has the power to make recommendations to the Board regarding course-related matters and implement approved policies and plans. Approval for major changes to the course layout and design remains the responsibility of the board.

3. Responsibilities

3.1. Maintenance and Management

Monitor the overall condition of the course and identify areas requiring maintenance or improvement. Coordinate with the groundskeeping staff to ensure the effective upkeep of greens, fairways, bunkers, and tees.

3.2. Greens Design and Improvements

- a) Evaluate the course layout and propose modifications to improve playability and challenge.
- b) Plan and oversee the implementation of course enhancements, including landscaping, drainage, and irrigation systems.
- c) Consult with professional golf Greens designers and architects as needed for major projects.

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3.3. Member Feedback and Communication

- a) Gather and review feedback from club members regarding the condition and design of the Course.
- b) Communicate upcoming projects, maintenance schedules, and any temporary changes to the Course to the membership as required.
- c) Ensure transparency and responsiveness to member concerns and suggestions.

4. Composition

4.1. Membership

- a) The Course Committee shall consist of a minimum of 3 members and a maximum of five members.
- b) Members shall be appointed by the Board of Directors and may include club members, groundskeeping staff, and external experts.
- c) The Committee Chair shall be a Director, and the President may serve as ex-Officio members.

4.2. Term Length

- a) Committee members shall serve for a term of two years, with the possibility of reappointment.
- b) Any member may resign by providing written notice to the Committee Chair.
- c) The board may remove any member at any time

5. Meetings

5.1. Frequency

- a) The Course Committee shall meet at least monthly to review progress and plan future activities.
- b) Additional meetings may be scheduled as needed to address urgent matters.

5.2. Quorum

- a) A quorum for the meeting shall consist of a majority of the members.
- b) Decisions should be made by consensus of the members, however, should consensus not be reached all views should be noted in the minutes for a determination by the board. Should an urgent decision be required the Chair and CEO should determine the necessary action to be taken.

6. Reporting

6.1. To the Board of Directors

- a) The Committee Chair shall take the minutes of the meeting and provide these to the committee members and the General Manager.
- b) The Chair will provide regular updates to the board on the status of the course and any recommendations for action.
- c) Written reports shall be submitted at least quarterly or as required by the Board.

6.2 To Club Members

- a) Periodic updates shall be provided to club members regarding course conditions, upcoming projects, and other relevant information as required.
- b) Feedback from club members shall be summarised and reported to the Board of Directors.

7. Annual Review

7.1. These terms of reference are intended to guide the activities and responsibilities of the Course Committee in ensuring the highest possible standards of course management and member satisfaction at Gosford Golf Club.

7.2. The terms of reference for the Course Committee shall be reviewed annually by the board to ensure its adequacy and relevance.

Planning Committee

1. Purpose

The Planning Committee is established to oversee, guide, and manage the development and implementation of strategic plans, projects, and activities that support the Club's growth and improvement. The committee ensures that all planning activities align with the club's mission, vision, and values.

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2. Objectives

- 2.1 To develop and review the strategic plan for the club, ensuring it meets the long-term goals and objectives of the club.
- 2.2 To oversee and guide the implementation of major projects and initiatives.
- 2.3 To ensure that all planning activities are conducted in a transparent, accountable, and inclusive manner.
- 2.4 To foster communication and collaboration among all stakeholders, including members, staff, and external partners.

3. Membership

- 3.1 The Planning Committee shall consist of maximum of five (5) members, appointed by the Board of Directors.
- 3.2 Members shall serve for a term of three years and may be reappointed for consecutive terms.
- 3.3 The committee shall include representatives from various segments of the club, including board members, staff, and general members.
- 3.4 The chairperson of the committee shall be a Director.

4. Meetings

- 4.1 The Planning Committee shall meet at least quarterly to discuss and review planning activities and progress.
- 4.2 Additional meetings may be called as needed by the chairperson or by a majority of the committee members.
- 4.3 A quorum for meetings shall consist of a majority of its members.
- 4.4 Minutes and Reports of each meeting shall be recorded and distributed to all committee members and the Board of Directors.

5. Responsibilities

- 5.1 To develop and propose strategic plans and initiatives to the Board of Directors for approval.
- 5.2 To monitor the implementation of approved plans and initiatives, ensuring they remain on track and within budget.
- 5.3 To identify and assess potential risks and challenges associated with planning activities and propose mitigation strategies.
- 5.4 To engage with club members and other stakeholders to gather input and feedback on planning activities and priorities.
- 5.5 To report regularly to the Board of Directors on the status of planning activities and progress.

6. Authority

The Planning Committee has the authority to:

- 6.1 Make recommendations to the Board of Directors on matters related to strategic planning and project implementation.
- 6.2 Form sub-committees or working groups as needed to address specific planning issues or projects.
- 6.3 Access relevant information and resources necessary to carry out its responsibilities.

7. **Review** - The terms of reference for the Planning Committee shall be reviewed annually by the board to

Membership & Communications Committee

1. Purpose

The Membership and Communications Committee is established to support Gosford Golf Club in fostering a vibrant membership community and ensuring effective communication between members, the Board, and external stakeholders.

2. Objectives

- 2.1 To develop strategies for member recruitment, retention, and engagement.

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- 2.2 Conduct an analysis to determine the factors contributing to members' decisions not to renew their memberships.
- 2.3 To enhance communication channels and ensure timely dissemination of information to members.
- 2.4 To promote club activities, events, and initiatives through various media and platforms.
- 2.5 To liaise with the Board regarding member feedback and concerns.

3. Responsibilities

- 3.1 Review and recommend membership policies and procedures.
- 3.2 The Membership and Communications Committee will review all membership applications and provide recommendations to the Board. This process is undertaken in consultation with the Club Captain to ensure suitability and consistency with club standards.

When considering applications, the committee will determine which of the following recommendation options is most appropriate:

Accept: The application meets all requirements and is suitable for approval.

Reject: The application does not meet the necessary criteria and should not proceed.

Discussion: The application requires further deliberation or clarification before a final recommendation can be made.

- 3.3 Coordinate welcome and orientation programs for new members.
- 3.4 Maintain and update member contact details and communication preferences.
- 3.5 Work with the Marketing Department in preparing newsletters, announcements, and digital content for club communication.
- 3.6 Monitor and respond to member enquiries and feedback. Where necessary report these enquiries and feedbacks to the relevant committees chairs or the Board
- 3.7 Report regularly to the Board on membership trends and communication effectiveness.

4. Chairperson

The Chairperson of the Membership & Communications Committee will be appointed by the Board of Directors and will be responsible for:

- 4.1 Leading committee meetings.
- 4.2 Setting meeting agendas in consultation with other committee members.
- 4.3 Ensuring that the committee's decisions are implemented.

5. Members

Members are appointed by the Board of Directors and shall serve for a term of three years, renewable by mutual consent. Members are expected to:

- 5.1 Attend committee meetings
- 5.2 Contribute to the development and review of the committees policies
- 5.3 Maintain confidentiality and act in the best interest of the club.
- 5.4 Members shall for a term of one year, with eligibility for reappointment.

6. Meetings

The Membership & Communications Committee shall meet at least four times a year, with additional meetings scheduled as necessary. A quorum for meetings shall be a majority of the committee members.

7. Agenda and Minutes

The agenda for each meeting will be prepared by the Chairperson and circulated to members in advance. Minutes of each meeting will be recorded and distributed to the committee members and the Board of Directors.

- 7.1 Developing and overseeing a Board member orientation and training program.
- 7.2 Ensuring that the club's membership and communication practices align with its strategic objectives and values.

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8. Reporting

The Membership & Communications Committee will report to the Board of Directors after each meeting, providing updates on key discussions, decisions, and recommendations. An annual report summarising the committee's activities and achievements will be presented to the Board and included in the club's annual report.

9. Confidentiality

All committee members must maintain the confidentiality of sensitive information discussed during meetings and adhere to the club's confidentiality policies.

10. Evaluation

The Membership & Communications Committee will conduct an annual self-evaluation to assess its performance and effectiveness. Feedback will be used to identify areas for improvement and to enhance the committee's contribution to the club's governance.

11. Review

The terms of reference for the Membership & Communications Committee shall be reviewed annually by the Board to ensure its adequacy and relevance.

House & Facilities Management Committee

1. Purpose and Scope

The House and Facilities Management Committee is established to ensure the effective management, maintenance, and development of all club house and facility assets.

2. Committee Composition

Members

Chairperson – to be appointed by the board, recommended to be the OM

Senior Staff Members from

- a) Bar / Kitchen
- b) Functions / Marketing
- c) Pro-shop

3. Appointment

Members are appointed based on their experience, knowledge, and interest in housing and facilities management. Appointments are made by the board and reviewed annually.

4. Roles and Responsibilities

The Chairperson is responsible for convening meetings, setting agendas, and ensuring the committee fulfills its objectives. They lead discussions and represent the committee in external communications.

4.1 Meeting Schedule: The committee meets quarterly to review ongoing projects, address issues, and plan future activities. Special meetings may be convened as necessary to respond to urgent matters.

4.2 Decision-Making Process: Decisions are made through a majority vote. In the event of a tie, the Chairperson has the casting vote. All decisions are documented and communicated to the Board of Directors and relevant parties.

4.3 Reporting and Accountability: The committee reports to the Board of Directors on a quarterly basis. Reports include updates on projects, issues resolved, and recommendations for future actions. The committee is accountable for ensuring transparency and effectiveness in all its operations.

5. Review and Amendments

The Terms of Reference are reviewed annually to ensure they remain relevant and effective. Amendments are proposed by the committee and approved by the Board.

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6. Confidentiality

Committee members are expected to maintain confidentiality regarding sensitive information discussed, during meetings. Breaches of confidentiality may result in removal from the committee.

7. Budget and Resources

The committee is allocated a budget to manage expenses related to house and facilities maintenance and improvements. The Operations Manager oversees the budget and ensures funds are used efficiently and effectively.

8. Health and Safety

Ensuring the health and safety of all occupants and staff is a primary concern of the committee. Regular inspections, risk assessments, and adherence to safety regulations are mandatory.

9. Feedback Mechanism

A feedback mechanism is established to gather input from occupants and staff regarding housing and facilities management. Feedback is reviewed regularly and used to inform decisions and improvements.

10. Training and Development

Committee members receive ongoing training to enhance their skills and knowledge in housing and facilities management. Development opportunities are provided to ensure members can fulfill their roles effectively.

11. Collaboration and Partnerships

The committee can collaborate with external organisations, contractors, and suppliers to enhance facilities management. Partnerships are pursued to leverage expertise and resources for the benefit of all stakeholders.

12. Review

The terms of reference for the House & Facilities Management Committee shall be reviewed annually by the board to ensure its adequacy and relevance.

Ladies Section

1. **Name:** The committee shall be known as the Ladies Golf Section

2. Purpose

The purpose of the Ladies Golf Section is to:

- 2.1 Promote and support the participation of women in golf at all levels.
- 2.2 Organise and oversee ladies' golf competitions, events, and social activities.
- 2.3 Represent the interests of female golfers within the club.
- 2.4 Foster a welcoming, inclusive, and supportive environment for all female members.

3. Membership

- 3.1 The section shall consist of a minimum of 4 and a maximum of 7 members.
- 3.2 The four core members shall be elected annually at the Ladies Annual General Meeting (AGM) and approved by the Board of Directors.
- 3.3 Up to three General members can be seconded as and when needed by the committee.
- 3.4 The section shall include the following roles:
 - a) Chair (Ladies Captain)
 - b) Deputy Chair (Ladies Vice Captain)
 - c) Communications Coordinator (Secretary)
 - d) Finance Officer (Treasurer)
 - e) Three General Members (on secondment)

4. Term of Office

- 4.1 Section members shall serve a term of one year and may be re-elected.
- 4.2 The Lady Captain may serve a maximum of two consecutive terms unless otherwise agreed by the section.

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5. Meetings

- 5.1 The section shall meet at least once per quarter.
- 5.2 A quorum shall consist of at least 50% of the section core members.
- 5.3 Decisions shall be made by a simple majority vote. In the event of a tie, the Chair shall have the casting vote.
- 5.4 Special meetings may be called by the Chairperson, as necessary.
- 5.5 Minutes of meetings shall be recorded and made available to the Board of Directors

6. Responsibilities

The section shall:

- 6.1 Plan and manage the ladies' golf calendar, including competitions and social events.
- 6.2 Ensure fair play and adherence to the rules of golf and club policies and codes of conduct.
- 6.3 Liaise with the Club Management and other committees as needed.
- 6.4 Maintain accurate records of meetings, finances, and competition results.
- 6.5 Communicate regularly with lady members through newsletters, notices, and meetings.

7. Finance

- 7.1 The Finance Officer (Treasurer) shall manage the section's budget and report on financial matters at each meeting.
- 7.2 All expenditures must be approved by the section.
- 7.3 The section will have their own bank account
- 7.4 Payments will be approved by the clubs CFO and GM who will be signatories on the account
- 7.5 An annual financial report shall be presented at the Ladies AGM.

8. Review

- 8.1 The Ladies Section shall conduct an annual review of its terms of reference and effectiveness. The Section shall report its review to the Board of Directors.
- 8.2 The terms of reference for the Ladies Section shall be reviewed annually by the board to ensure its adequacy and relevance.