

The Members Club KENNEDY BAY

CONSTITUTION and RULES

1 Name

- 1.1 The incorporated Club is The Members Club Kennedy Bay Inc. (in this Constitution called "the Club").

2 Definitions

In this Constitution, unless the contrary appears:

Act	means the Associations Incorporation Act 1981;
Club Facilities	means the clubhouse and practice facilities The Links Kennedy Bay golf course;
Commissioner	means the Commissioner for Fair Trading exercising powers under the Act;
Committee	means the Members Committee as referred to in Rule 19;
Conduct Code	means the codes of conduct and dress made and amended in conjunction with the Management as referred to in Rule 30;
Convene	means to call together for a formal meeting;
Financial Year	means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Club and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
General Meeting	means a meeting to which all Members are invited;
Golf Course	means The Links Kennedy Bay golf course;
Management	means the Manager appointed by the Owner from time to time, responsible for the management, marketing and public relation plans and implementation, golf operations, administration of finance and member services and conduct code and such other responsibilities as are agreed;
Member	means a Member of the Club;
Ordinary Resolution	means resolution other than a special resolution;
Owner	means for the owner of the Course;
Poll	means voting conducted in written form (as opposed to a show of hands);
Right to Vote means	the right to vote at meetings of Members referred to in Rule 17;

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- Special General Meeting means a general meeting other than the Annual General Meeting;
- Special Resolution has the meaning given by section 24 of the Act, that is-
A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Club who are entitled under the rules of the Club to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Club by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Club.
If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
- TLKB means The Links Kennedy Bay

3 Objects and Purposes

- 3.1 The objects of the Club are to conduct a Golf Club for members of TLKB and promote the game of golf, including;
- 3.1.1 Competitions at such times as arranged in liaison with the Owner or Management,
 - 3.1.2 Codes of Dress and Conduct,
 - 3.1.3 Member affiliation and compliance with the relevant amateur golf bodies,
 - 3.1.4 Representation in inter-club competitions such as Pennant Competitions conducted by WA Golf Association and Women's Golf WA
- 3.2 The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers

- 4.1 The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act the Club may do all things necessary or convenient for carrying out its objects and purposes.

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5 Rules of the Club

- 5.1 The Committee is the sole authority for the interpretation of these Rules and of the By-laws made hereunder.
- 5.2 The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - 5.2.1 Subject to sub-rule 2.4 and 2.5, the Club may alter its rules by special resolution but not otherwise;
 - 5.2.2 Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
 - 5.2.3 An alteration of the rules of the Club does not take effect until sub-rule 2.2 is complied with;
 - 5.2.4 An alteration of the rules of the Club having effect to change the name of the Club does not take effect until sub-rules 2.1 to 2.3 are complied with and the approval of the Commissioner is given to the change of name;
 - 5.2.5 An alteration of the rules of the Club having effect to alter the objects or purposes of the Club does not take effect until sub-rules 2.1 to 2.3 are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 5.3 These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

6 Membership

- 6.1 The Club shall comprise the following categories of Membership:
 - 6.1.1 Full Membership non-transferable:
 - Shall pay such entry fee and such annual subscriptions and fees as shall be fixed from time to time according to this Constitution and by the Management.
 - Shall enjoy the complete privileges of the Management.
 - Shall have the right to vote and to hold office.
 - 6.1.2 Intermediate Membership (ages 18 – 25) non-transferable:
 - Shall pay such entry fee and such annual subscriptions and fees as shall be fixed from time to time according to this Constitution and by the Management.
 - Shall enjoy the complete privileges of the Management.
 - Shall have the right to vote and to hold office.

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- 6.1.3 Colt Membership (ages 15-17) non-transferable:
- Shall pay such entry fee and such annual subscriptions and fees as shall be fixed from time to time according to this Constitution and by the Management.
 - Shall enjoy the complete privileges of the Management.
 - Shall not have the right to vote or to hold office.
- 6.1.4 Junior Membership (ages 12 – 14) non-transferable:
- Shall pay such entry fee and such annual subscriptions and fees as shall be fixed from time to time according to this Constitution and by the Management.
 - Shall enjoy the complete privileges of the Management.
 - Shall not have the right to vote or to hold office.
 - The Committee may limit the number of Junior Memberships from time to time as it sees fit
- 6.1.5 Corporate Membership:
- Corporate Membership allows for two full Membership Nominees.
 - Corporate Members must furnish the Club with their ABN at time of application
 - Shall pay such entry fee and such annual subscriptions and fees as shall be fixed from time to time according to this Constitution and by the Management
 - Shall enjoy the complete privileges of the Club
 - Each Nominee shall have the right to vote for and hold office.
 - No person shall be a Corporate Membership Nominee unless they are an officer, employee or partner of the corporate entity
 - Corporate Membership Nominees may be changed annually at the start of the financial year or at any other time for a fee to be determined by the Management
- 6.1.6 Staff Membership:
- Shall pay such entry fee and such annual subscriptions and fees as shall be fixed from time to time according to this Constitution and by the Management.
 - Shall enjoy the complete privileges of the Management.
 - Shall have the right to vote.
 - Shall not have the right to hold office.
- 6.2 The Club will accept un-nominated and un-seconded Membership applications for consideration until there are 600 Financial Members of the Club. Thereafter the Committee must consider each application made under sub-rule 2 at a Committee meeting and must, at that Committee meeting or the next Committee meeting, accept or reject that application.
- 6.3 An application for Membership of the Club must, subject to Sub-Rule 2;
- 6.3.1 be made in writing on the prescribed Membership Application Form, including,
- 6.3.2 nomination by a current Financial Member of the Club, and.
- 6.3.3 seconding by a current Financial Member of the Club.
- 6.4 A person who applies and is approved for Membership as provided in these Rules is eligible to be a Member of the Club on payment of any subscriptions and fees payable under these Rules.

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- 6.5 If the Club approves an application for Membership, the Secretary must, as soon as practicable-
 - 6.5.1 notify the applicant in writing of the approval for Membership: and
 - 6.5.2 enter the applicant's name in the register of Members.
- 6.6 An applicant for membership becomes a Member and is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.
- 6.7 If the Club rejects an application, the Club must, as soon as practicable, notify the applicant in writing that the application has been rejected but without having any obligation to provide a reason.
- 6.8 All rights, privileges, or obligations of a person by reason of membership of the Club;
 - 6.8.1 are not capable of being transferred or transmitted to another person; and
 - 6.8.2 terminate upon the cessation of Membership whether by death, resignation or otherwise.
 - 6.8.3 terminate upon non-payment of any fees due.

7 Life Membership

- 7.1 The Members Committee may from time to time propose to the Management an appointment of a Life Member of the Club upon such terms the Club may request.

8 Register of Members

- 8.1 The Secretary, on behalf of the Club, must comply with the Act by keeping and maintaining in an up to date condition a register of the members of the Club containing;
 - 8.1.1 the name and address of each Member;
 - 8.1.2 the date on which each Member's name was entered in the register; and
 - 8.1.3 the Membership category of each Member.
- 8.2 The register of Members;
 - 8.2.1 shall be available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose;
 - 8.2.2 may only be used by the Committee for the purposes of the Club; and
 - 8.2.3 may not be disclosed to a person who is not a Member of the Club, or used other than for a purpose approved by the Club and shall be subject to relevant privacy laws.
- 8.3 The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

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- 8.4 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub-rule 1.

9 Ceasing Membership

- 9.1 A Member of the Club who has paid all monies due and payable by a Member to the Management and Club may resign from the Club by giving one month's notice in writing to the Secretary.
- 9.2 After the expiry of the period referred to in sub-rule 1;
- 9.2.1 the Member ceases to be a Member.
 - 9.2.2 the Secretary must record in the register of Members the date on which the Member ceased to be a Member.
 - 9.2.3 The Member forfeits all monies paid in advance.

10 Discipline Suspension or Expulsion of Members

- 10.1 Subject to these Rules, if the Committee is of the opinion that a Member has refused or wilfully neglected to comply with these Rules or Conduct Code, has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club, the Members Committee may by resolution-
- 10.1.1 suspend that Member from Membership of the Club for a specified period; or
 - 10.1.2 expel that Member from the Club, whereupon the Management and the Club reserves the right to retain all monies paid in by said Member.
- 10.2 A resolution of the Committee under sub-rule 1 does not take effect unless-
- 10.2.1 at a meeting held in accordance with sub-rule 3, the Committee confirms the resolution; and
 - 10.2.2 if the Member exercises a right of appeal to the Committee under this Rule, the Club confirms the resolution in accordance with this Rule.
- 10.3 A meeting of the Committee to confirm or revoke a resolution passed under sub-rule 1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule 10.4.
- 10.4 For the purposes of giving notice in accordance with sub-rule 10.3, the Committee must, as soon as practicable, cause to be given to the Member a written notice;
- 10.4.1 setting out the resolution of the Committee and the grounds on which it is based: and
 - 10.4.2 stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - 10.4.3 stating the date, place and time of that meeting; and

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- 10.4.4 informing the Member that he or she may do one or both of the following-
 - 10.4.4.1 attend that meeting;
 - 10.4.4.2 give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
- 10.4.5 informing the Member that if at that meeting the Committee confirms the resolution, the matter will have been deemed to be finalised and any decision upheld.

11 Disputes and Mediation

- 11.1 The grievance procedure set out in this Rule applies to disputes under these Rules between-
 - 11.1.1 a Member and another Member; or
 - 11.1.2 a Member and the Club.
- 11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be-
 - 11.4.1 a person chosen by agreement between the parties; or
 - 11.4.2 in the absence of agreement –
 - 11.4.2.1 in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - 11.4.2.2 in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Department of Justice.
- 11.5 A Member of the Club can be a mediator.
- 11.6 The mediator cannot be a Member who is a party to the dispute.
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must-
 - 11.8.1 give the parties to the mediation process every opportunity to be heard; and
 - 11.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 11.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

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- 11.9 The mediator must not determine the dispute.
- 11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

12 General Meetings

12.1 The Committee-

- 12.1.1 may at any time convene a Special General Meeting;
- 12.1.2 must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; for the purpose of;
 - 12.1.2.1 receiving the Members Committee's report and annual accounts,
 - 12.1.2.2 election of the Officers of the Club and members of the Members Committee, and
 - 12.1.2.3 consideration and transaction of such business of which due notice has been given.
 - 12.1.2.4 receiving recommendations for subsequent consideration by the Committee that may be brought forward without notice.
- 12.1.3 must, within 30 days of receiving a request in writing to do so from not less than 2 members, convene a Special General Meeting for the purpose specified in that request.

12.2 The members making a request referred to in sub-rule 1.3 must-

- 12.2.1 state in that request the purpose for which the Special General Meeting concerned is required; and
- 12.2.2 sign that request.

12.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to in sub-rule 1.3, the members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee.

12.4 When a Special General Meeting is convened under sub-rule 3 the Club must pay the reasonable expenses of convening and holding the Special General Meeting.

12.5 Subject to sub-rule 8, the Secretary must give to all members not less than 14 days notice of a Special General Meeting and that notice must specify-

- 12.5.1 when and where the general meeting concerned is to be held; and
- 12.5.2 particulars of the business to be transacted at the general meeting concerned and the order in which that business is to be transacted.

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- 12.6 Subject to sub-rule 8, the Secretary must give to all members not less than 30 days notice of an Annual General Meeting and that notice must specify -
- 12.6.1.1 when and where the Annual General Meeting is to be held;
 - 12.6.1.2 the particulars and order in which business is to be transacted, as follows-
 - 12.6.1.2.1 first, the consideration of the accounts and reports of the Committee;
 - 12.6.1.2.2 second, the election of Committee members; and
 - 12.6.1.2.3 third, subject to sub-rule 7, details of any resolutions to be considered and transacted by the Club at the Annual General Meeting.
- 12.7 Members may bring forward business to be transacted at an Annual General Meeting. Such business -
- 12.7.1 shall be in writing, seconded by another member and in the form of a resolution to be considered by the Club,
 - 12.7.2 shall be provided to the Secretary not less than 21 days prior to the date of the general meeting, and
 - 12.7.3 shall either be notified to all members by the Secretary in accordance with sub-rule 6, or shall, subject to sub-rule 8, be notified to all members by the Secretary not less than 14 days prior to the date of the Annual General Meeting.
- 12.8 A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be considered and transacted by the Club. In addition to those matters specified in sub-rule 5 or 6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 12.9 The Secretary must give a notice under sub-rules 5, 6, 7 or 8 by -
- 12.9.1 serving it on a member personally; or
 - 12.9.2 sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- 12.10 When a notice is sent by post under sub-rule 10.2, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

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13 General Meeting Proceedings.

- 13.1 At a general meeting a minimum of 10 percent (10%) of Members eligible to vote who are either present in person or by proxy constitute a quorum.
- 13.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 12.5 or 12.6 -
 - 13.2.1 as a result of a request or notice referred to in rule 12.1.3 or as a result of action taken under rule 12.3 a quorum is not present, the general meeting lapses; or
 - 13.2.2 otherwise than as a result of a request, notice or action referred to in sub-rule 2.1, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 13.3 If within 30 minutes of the time appointed by sub-rule 2.2 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy being no less than 5 may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 13.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 13.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 13.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 12 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 13.7 At a general meeting, only business notified to members under rule 12 can be considered and transacted, regarding which -
 - 13.7.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 9; and
 - 13.7.2 a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 9 and 11.
- 13.8 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 9.
- 13.9 At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 13.10 If a poll is demanded and taken under sub-rule 9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

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- 13.11 A poll demanded under sub-rule 9 must be taken immediately on that demand being made.

14 Minutes of meetings of Club

- 14.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- 14.2 The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule 1 are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- 14.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- 14.3.1 the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - 14.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - 14.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

15 Voting rights of members of Club

- 15.1 Subject to these rules, each member (being a current financial member of the Club) present in person or by proxy at a general meeting is entitled to a deliberative vote.

16 Proxies of members of Club

- 16.1 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.
- 16.2 Proxies shall be delivered to the address stated in the Notice of General Meeting not less than twenty four (24) hours prior to the time appointed for the commencement of the General Meeting and shall otherwise be ineffective.

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17 Members Committee

- 17.1 Subject to sub-rule 7 the affairs of the Club will be managed exclusively by the Members Committee consisting of -
- 17.1.1 The Chairperson
 - 17.1.2 The Secretary
 - 17.1.3 The Captain
 - 17.1.4 The Vice Captain, and
 - 17.1.5 The Treasurer,
- all who must be Members of the Club.
- 17.2 The Members Committee shall, subject to these Rules and the Act;
- 17.2.1 control and manage the business and affairs of the Members;
 - 17.2.2 exercise all such powers and functions as may be required by the Members.
 - 17.2.3 perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Members.
- 17.3 The Members Committee may make, repeal and amend By-laws as it considers necessary for the proper conduct of the Club. Such By-law(s);
- 17.3.1 shall be consistent with these Rules and with the decisions of General Meetings of the Club.
 - 17.3.2 shall be subject to a period of 14 days notification given to Members, during which time Members may request the convening of a general meeting in accordance with Rule 12 to consider a motion to rescind such By-law(s),
 - 17.3.3 shall, in the absence a request for a general meeting as referred to in Sub-Rule 3.2, come into effect after the period of 14 days notification given to Members.
- 17.4 In the absence of fraud or bad faith, members of the Members Committee will be indemnified by the Club for all acts and omissions effected in the course of acting as a Member of the Committee.
- 17.5 The Officers of the Committee shall hold office until the Annual General Meeting next after the date of his or her election and shall be eligible for re-election.
- 17.6 In the event of a vacancy on the Committee, the Committee may appoint a Member to the vacant office and the Member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment and be eligible for re-election.

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- 17.7 The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than -
- 17.7.1 the power of delegation; and
 - 17.7.2 a function which is a duty imposed on the Committee by the Act or any other law.
- 17.8 Any delegation under sub-rule 7 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 17.9 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 7.

18 Election of Officers

- 18.1 Committee members must be elected to office at an Annual General Meeting or appointed under Rule 17.6
- 18.2 Nominations for election of officers of the Club at an Annual General Meeting must be;
- 18.2.1 made in writing, signed by two current financial Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 18.2.2 delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 18.3 The ballot for the election of officers of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.
- 18.4 If there is only one nominee for a particular vacancy, that person shall be deemed to be elected.
- 18.5 If no nomination is received in accordance with sub-rule 2 for a particular vacancy then nominations may be received at the Annual General Meeting.

19 Chairperson

- 19.1 Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- 19.2 In the event of the absence from a General Meeting of the Chairperson, a member elected by the other members present at the general meeting must preside at the general meeting.
- 19.3 In the event of the absence from a Committee meeting of the Chairperson, a Committee member elected by the other Committee members present at the general meeting must preside at the general meeting.

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20 Secretary

20.1 The Secretary must -

20.1.1 co-ordinate the correspondence of the Club;

20.1.2 keep full and correct minutes of the proceedings of the Committee and of the Club;

20.1.3 comply on behalf of the Club with the Act with respect to keeping and maintaining-

20.1.3.1 the register of members of the Club as referred to in rule 8;

20.1.3.2 rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

20.1.3.3 a record of the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Club under rule 22, and a record of the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club, and the Secretary must, upon the request of a member of the Club, make available the record for the inspection of member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

20.2 unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, including those referred to in sub-rule 1.3 but other than those required by rule 21 to be kept and maintained by, or in the custody of, the Treasurer; and

20.3 perform such other duties as are imposed by these rules on the Secretary.

21 Treasurer

21.1 The Treasurer must -

21.1.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;

21.1.2 pay all moneys referred to in sub-rule 1.1 into such account or accounts of the Club as the Committee may from time to time direct;

21.1.3 make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;

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- 21.1.4 comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-
 - 21.1.4.1 keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - 21.1.4.2 keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - 21.1.4.3 keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
 - 21.1.4.4 submitting to members at each Annual General Meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
- 21.1.5 whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 21.1.6 unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in sub-rules 4 and 5; and
- 21.1.7 perform such other duties as are imposed by these rules on the Treasurer.

22 Members Committee Casual Vacancies

- 22.1 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -
 - 22.1.1 dies;
 - 22.1.2 resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Secretary and that resignation is accepted by resolution of the Committee;
 - 22.1.3 is convicted of an offence under the Act;
 - 22.1.4 is permanently incapacitated by mental or physical ill-health;

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22.1.5 is absent from more than –

22.1.5.1 3 consecutive Committee meetings; or

22.1.5.2 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;

of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

22.1.6 ceases to be a member of the Club; or

22.1.7 is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

23 Proceedings of Members Committee

23.1 The Committee must meet at least monthly at such place and such times as the Committee may determine.

23.2 Written (or electronic) notice of each Committee meeting must be given to each Member of the Committee at least 2 business days before the date of the meeting.

23.3 Special meetings of the Committee may be convened by the Chairperson or by any three (3) Members of the Committee.

23.4 Written (or electronic) notice must be given to Members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

23.5 Any three (3) Members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

23.6 No business may be conducted unless a quorum is present.

23.7 If within half of hour of the time appointed for the meeting a quorum is not present

23.7.1 in the case of a special meeting-the meeting lapses;

23.7.2 in any other case the meeting shall stand adjourned to the same place and no later than the same time and day in the following week.

23.8 The Members Committee may act notwithstanding any vacancy on the Committee.

23.9 At meetings of the Committee, if the Chairperson is absent or are unable to preside, the members present must choose one of their members to preside.

23.10 Questions arising at a meeting of the Committee, or at a meeting of any Sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

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- 23.11 Each Member present at a meeting of the Committee, or at a meeting of any Sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24 Common Seal of the Club

- 24.1 The Club must have a common seal on which its corporate name appears in legible characters.
- 24.2 The common seal of the Club must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 14.
- 24.3 The affixing of the common seal of the Club must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 24.4 The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

25 Inspection of Club Records

- 25.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

26 Notice to Members

- 26.1 Except for the requirements in rule 12, any notice that is to be given to a Member, by or on behalf of the Club or Committee, under these Rules may be given by
- 26.1.1 delivering the notice to the Member personally; or
 - 26.1.2 sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
 - 26.1.3 facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
 - 26.1.4 electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

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27 Management of Club Facilities and the Golf Course

- 27.1 Subject to the Rules, no Member acquires any right or obligation because of their membership with respect to the Club facilities, the Golf Course, or any property, assets or liabilities of the Club or Manager or any other person.
- 27.2 TLKB has vested the day-to-day management of the Club Facilities and Golf Course to the Manager. Any act performed by the Manager pursuant to these Rules is carried out as an agent for TLKB.

28 Conduct of Members

- 28.1 The Club shall, in conjunction with The Management, produce and maintain Codes of Conduct and Dress, copies of which shall be provided to Members with their Membership application.
- 28.2 Members and their guests are required to observe the Codes of Conduct and Dress along with the Rules of Golf, Etiquette and Amateur Status as set down by The R & A and as laid out in the By-Laws when on the Golf Course or in or around the Club Facilities.
- 28.3 No Member may conduct money-raising activities in the Club Facilities or on the Golf Course without holding all appropriate permits and approvals and without the prior written approval of the Members Committee and the Management.

29 Liability

- 29.1 Members and their guests use the Club Facilities and the Golf Course at their own risk. Except as may be provided by law, the Club, TLKB and the Management are not liable to Members or their Guests for damage to or loss of any property or injury to persons.
- 29.2 Each Member indemnifies TLKB, the Club and the Management against any loss or damage to any property. In addition any injury to persons caused or contributed to themselves or by their respective Guests while using the Club Facilities or the Golf Course.

30 Management Agreement With The Owner

- 30.1 Notwithstanding anything hereinbefore contained the Management shall be entitled to enter into and vary such management agreement as it sees fit with the Owner of the Course thereby enabling the Club to have the use of such of the facilities of The Links Kennedy Bay and on such terms and condition as are mutually agreed.
- 30.2 Where any conflict arises between the provisions of such agreement which are to be observed by the Club and the provisions of this Constitution and the Rules of the former shall prevail and no Member of the Club shall have any recourse against the Management as constituted at the time which entered into such Agreement between the Management and the Club in respect of any loss claims, damages or expenses or any other matter howsoever arising by virtue of the Agreement.

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31 Agreement Between Management and The Club

- 31.1 Notwithstanding anything hereinbefore contained the Management and the Club shall enter into and vary such agreement as is necessary to establish;
- 31.1.1 the Members entitlements in relation to playing rights and access to Club Facilities, and
 - 31.1.2 the powers of the Club regarding the management of By-Laws including Codes of Conduct and Dress as it sees fit.
- 31.2 Such agreement shall be valid notwithstanding that any Member has a financial interest in or is a director or employee of the Management.
- 31.3 The Management reserves the right to close the Golf Course for play at any time without notice to the Members for any reason that the Management thinks reasonable and Members shall have no rights against the Club, TLKB or the Management (or either of them) as a result of the Golf Course not being available for play.

32 Change of Name

- 32.1 The Club shall, upon ceasing to have a right of access to the Course, amend its name by deleting any reference to the word "Kennedy Bay".

33 Dissolution

- 33.1 The Club may be dissolved or wound up by a resolution at any General Meeting or at a Special General Meeting called for such purpose and which resolution shall be carried at least a three quarters majority of the Financial Members present at such general meeting and having Voting Rights and with the written consent of the Owner.
- 33.2 If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to transferred or distributed amongst the Financial Member of the Club, but shall be given to some other association institution or body having objects similar wholly or in part of the objects of the Club provided that the association institution or body shall prohibit the distribution or its income and property among its members, or it shall be paid to or transferred to some charitable object which association institution body or object shall be determined by the Financial Members of the Club at or before the time of dissolution or winding up. In default of any such resolution such payment transfer or dissolution shall be determined by a Judge of the Supreme Court.