

CONSTITUTION OF

THE BRISBANE GOLF CLUB FOUNDATION LTD

History of Document

Adopted by special resolution (if relevant) on:

or

Signed by original members (if relevant) on:

Amended (if relevant) on:

Date

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CONSTITUTION

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this document:

Act means the *Corporations Act 2001* (Cth).

Annual General Meeting means the annual general meeting of Members. **AGM** or **annual general meeting** have the same meaning.

ASIC is a reference to the Australian Securities and Investments Commission.

Auditor means the auditor of the Company as appointed by the Board from time to time.

Board means the Directors acting collectively under this document.

Company means the company named in rule 2 of this document.

Club means the Brisbane Golf Club Inc ABN 86 263 112 560.

Director means a person who is, for the time being, a director of the Company.

Extraordinary Meeting means a meeting of Members other than an Annual General Meeting. **EM** or **extraordinary meeting** have the same meaning.

Formation Members or Formation Member means Stephen Deane, Cameron Gibson, Sue Lewandowski, Peter White and Philip Wikman.

General Meeting is a reference to the AGM or EM. **GM** or **general meeting** have the same meaning.

Initial Term means the period which is not greater than 6 years.

Life Members or Life Member means an individual with life membership of the Club and who have applied for membership and have been accepted as a Member of the Company by the Board.

Member means a person who is a member of the Company under rule 14 and which is accepted as a Voting Member. **Members** has the same meaning,

Men's Captain Member or Men's Captain Members means an individual who was a former Men's Captain of the Club (and has ceased to be the Men's Captain for at least 12 months) and who have applied for membership and have been accepted as a Member of the Company by the Board provided such appointment does not exceed the maximum number of Members as set out in clause 14.1(b).

Objects means the objects of the Company as set out in rule 3.1.

Ordinary Resolution means a resolution passed at a meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

President Member or President Members means an individual who was a former president of the Club and who have applied for membership and have been accepted as a Member of the Company by the Board provided such appointment does not exceed the maximum number of Members as set out in clause 14.1(b).

Register means the register of Members kept as required by sections 168 and 169.

Secretary means, during the term of that appointment, a person appointed to perform the duties of a secretary of the Company in accordance with this document.

Special Resolution has the meaning given in the Act.

Tax Act means the *Income Tax Assessment Act 1997* (Cth), the *Income Tax Assessment Act 1936* (Cth) and the *Taxation Administration Act 1953* (Cth).

Treasurer Member or Treasurer Members means an individual who was a former Treasurer of the Club (and has ceased to be the Treasurer for at least 12 months) and who have applied for membership and have been accepted as a Member of the Company by the Board provided such appointment does not exceed the maximum number of Members as set out in clause 14.1(b).

Voting Member in relation to a general meeting of Members, means a Member who has the right to be present and to vote on at least 1 item of business considered at the meeting.

Women's Captain Member or Women's Captain Members means an individual who was a former Women's Captain of the Club (and has ceased to be the Women's Captain for at least 12 months) and who have applied for membership and have been accepted as a Member of the Company by the Board provided such appointment does not exceed the maximum number of Members as set out in clause 14.1(b).

1.2 Interpretation of this Document

This rule 1.2 specifies the rules for interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) The headings are for convenience only and do not affect the interpretation of this document.
- (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
 - (iv) anything (including a right, obligation or concept) includes each part of it; or
 - (v) a rule is to a rule in this document.

- (c) A singular word includes the plural, and vice versa.
- (d) A word which suggests one gender includes any other gender.
- (e) If a word is defined, another part of speech of that word has a corresponding meaning.
- (f) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (g) The word “agreement” includes an undertaking or other binding arrangement or understanding whether or not in writing (unless the context specifies that it must be in writing).
- (h) A reference to something being “written” or “in writing” includes that thing being represented or reproduced in any mode in a visible form.
- (i) A word (other than a word defined in rule 1.1) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act or the Tax Act.
- (j) Unless otherwise provided, a reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. NAME OF THE COMPANY

The name of the Company is The Brisbane Golf Club Foundation Ltd (**Company**).

3. OBJECTS

3.1 Objects of the Company

The Company is to pursue the following purposes/ objects:

- (a) to raise money to be used for the purpose of furthering the objects of the Company including through the solicitation of donations, gifts, bequests and other contributions or fundraising activities;
- (b) to provide financial support to the Club
 - (i) in its growth and development of golf at the Club;
 - (ii) to improve facilities or undertake maintenance and repairs of the facilities of the Club for the enjoyment of members of the Club;
 - (iii) to construct, alter, establish, provide and maintain facilities, furnishings, buildings, infrastructure or to otherwise undertake works at the Club;
- (c) to make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description;
- (d) to invest and otherwise deal with assets of the Company to support these objects;
- (e) to borrow money or to seek financial assistance in any form, from time to time and to secure assets of the Company to support those borrowings or assistance;

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- (f) do all other things that are incidental or conducive to the above objectives or which the Company decides by ordinary resolution are appropriate.

3.2 Limitations

The Company can only exercise the powers in section 124(1) of the Act to:

- (a) carry out the Objects of the Company; and
- (b) do all things incidental or convenient in relation to the exercise of power under rule 3.2(a).

4. PUBLIC COMPANY

4.1 Public Company

The Company is a public company limited by guarantee.

4.2 Replaceable Rules

The replaceable rules referred to in section 141 of the Act do not apply to the Company and are replaced by the rules set out in this document.

4.3 POWERS

The Company has the following powers, which may only be used to carry out its Objects:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

5. INCOME AND PROPERTY

5.1 No distribution to Members

- (a) No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members except provided for in this clause 5.1 and clause 26.
- (b) Provided the following is done in good faith, the Company may:
 - (i) pay a Member for goods and services they provide or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (ii) make a payment to a Member in carrying out the Company's purpose.

5.2 Public company, Limited liability & Guarantee

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) The liability of each Member is limited to \$10.
- (c) Each Member must contribute an amount not more than \$10 to the property of the Company, if the Company is wound up while the Member is a Member or within

12 months after the Member stops being a Member, and this contribution is required to pay for the:

- (i) debts and liabilities of the Company incurred before the Member stopped being a Member;
- (ii) costs of winding up.

6. DIRECTORS

6.1 Number of Directors

The number of the Directors must be not less than 5 but not more than 9.

6.2 Election and appointment of Directors

- (a) The initial Directors are the people who have agreed to act as Directors and who are named as the proposed directors in the application for registration of the Company and who are Formation Members.
- (b) Apart from the initial Directors, the Members may elect a director by resolution passed in a general meeting.

6.3 Term of office

- (a) The initial Directors must retire at least after the Initial Term. Those initial Directors may nominate for election or re-election.
- (b) Thereafter, a Director must retire at least once every 3 years. Those initial Directors may nominate for election or re-election.
- (c) A Director who has held office for a continuous period of 12 years or more may only be re-appointed or re-elected by a Special Resolution.

6.4 Change to number of Directors

- (a) The Directors may resolve to decrease the number of Directors but the number of Directors may not be reduced below 3.
- (b) The Members may, by resolution, increase the number of Directors. Where the Members have resolved to increase the number of Directors, the Board may appoint a person as a Director to fill that vacant position on the Board.

6.5 Election of chairperson

The Directors must elect a Director as the Company's elected chairperson.

6.6 Vacation of office of Director

In addition to any other circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:

- (a) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

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- (c) is not present at 3 consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be vacant;
 - (d) becomes disqualified from being a Director under the Act or any order made under the Act;
 - (e) accepts employment with the Club;
 - (f) as a Member is guilty of Misconduct as set out in rule 15.2;
 - (g) ceases to be a Member, other than where a Formation Member becomes a member of another class of membership of the Company;
 - (h) is removed as a Director by resolution of the Members;
 - (i) is appointed to a committee of the Club;
 - (j) becomes ineligible to be a director of the Company under the Act;
 - (k) ceases to be any of the following:
 - (i) a member of the Club;
 - (ii) a life member of the Club;
 - (iii) a full member of the Club;
 - (iv) a senior member of the Club;
 - (v) a six-day member of the Club; or
 - (l) resigns from office.

6.7 Replacement Directors

If

- (a) the office of Director is vacant as a result of circumstances described in rule 6.6; or
- (b) a casual vacancy has occurred in respect of a Director,

the Board may appoint a replacement Director. Any Director appointed under this rule 6.7 will hold office until the next annual general meeting of the Company.

6.8 Qualification for Directors

- (a) The initial Directors must be Formation Members.
- (b) Any other Directors must be a Member of the Company and approved by the Members.

6.9 Nomination for election for Directors

- (a) Each candidate for election as a Director must be nominated by a Member.
- (b) A nomination of a candidate for election must:
 - (i) be in writing;

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- (ii) be signed by the candidate; and
 - (iii) be signed by the nominating Member.
 - (c) A nomination of a candidate for election must be received at the registered office of the Company not later than 5pm on the day which is 21 days prior to the annual general meeting at which the candidate seeks election.
 - (d) A list of the candidates' names in alphabetical order must be sent to the Members with the notice of the annual general meeting.

6.10 Rotation of Directors

- (a) After the Initial Term and subject to the date of appointment of a Director, at the annual general meeting of the Company:
 - (i) 1/3 of the Directors; or
 - (ii) if their number is not three or a multiple of three, then the number nearest to but not exceeding 1/3,
must retire from office.
- (b) No Director may retain office for more than three years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the Directors retiring from office.
- (c) The Directors to retire at an annual general meeting are those who have been longest in office since their election.
- (d) As between or among 2 or more Directors who became Directors on the same day, the Director to retire are determined by lot unless they otherwise agree between or among themselves.
- (e) Unless the Board decides to reduce the number of Directors in office, the Board, at any annual general meeting at which any Director retires, may fill the vacated office by re-electing the retiring Director or electing some other qualified person.
- (f) If at the annual general meeting the vacated office is not filled, the retiring Director, if willing and not disqualified, must be treated as re-elected unless the Company decides to reduce the number of Directors in office or a resolution for the re-election of that Director is put and lost.

6.11 Election procedure for Directors at a Members Meeting

- (a) If the number of candidates for election as Directors is equal to or less than the number of vacancies on the Board, the Chairman must declare those candidates to be duly elected as Directors.
- (b) If the number of candidates for election as Directors is greater than the number of vacancies on the Board, a ballot must be held for the election of the candidates.
- (c) If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- (d) The candidates receiving the greatest number of votes cast in their favour must be declared by the Chairman to be elected as Directors.

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- (e) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the Chairman, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the Chairman:
- (i) does not exercise a casting vote; or
 - (ii) is one of the candidates who received the same number of votes;
- then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

6.12 Insufficient Directors

- (a) In the event of a vacancy in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.
- (b) This appointment will be confirmed by the Members.

7. POWERS OF THE BOARD

7.1 Powers Generally

Except as otherwise required by the Act, any other applicable law, or this document, the Board:

- (a) has the power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting.

7.2 Exercise of Powers

- (a) Subject to the Act and to any other provisions of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or this Constitution, required to be exercised by the Company in general meeting of the Board or otherwise in accordance with rules 8 or 12 (as the case may be).
- (b) Without limiting the generality of rule 7.2(a), the Board may exercise all the powers of the Company to borrow money, to change any property or business of the Company and to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.

7.3 Executing Negotiable Instruments

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Board.

8. DELEGATION OF BOARD POWERS

8.1 Power to Delegate

The Board may delegate any of its own powers as permitted by section 198D of the Act.

8.2 Power to Revoke Delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

8.3 Terms of Delegation

- (a) A delegation of powers under rule 8.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

9. DIRECTORS' DUTIES AND INTERESTS

9.1 Compliance with Duties under the Act

Each Director must comply with the sections 180 to 183 (inclusive) of the Act.

9.2 Director Not Disqualified from Holding Other Offices Etc

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's Auditor;
- (b) being a Member or creditor of any corporation (including the Company) or partnership other than the Auditor; or
- (c) entering into any agreement with the Company.

9.3 Disclosure of Interests

- (a) A Director is not disqualified by their office from contracting with the Company in any capacity whatsoever.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest unless section 191 or the document(s) related to the matter in question provide(s) otherwise.

9.4 Director Interested in a Matter

If a Director has an interest in a matter that relates to the affairs of the Company and a Director discloses the interest under section 191 or it is not required to be disclosed under section 191:

- (a) subject to a resolution by the Board to the contrary, a Director who has a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting;
 - (ii) vote on the matter; or
 - (iii) be counted in a quorum at a Board meeting in which the matter is considered;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, rule 9.4(c) applies only if it is disclosed before the transaction is entered into.

10. REMUNERATION OF DIRECTORS

- (a) The Directors shall not be paid remuneration.
- (b) The Directors may be reimbursed for all expenses properly incurred in attending or in connection with their attendance at any meeting of the Company or of the Board or any committee of Directors.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 Indemnity

- (a) Subject to the Act:
 - (i) the Company, to the extent the person is not otherwise indemnified:
 - (A) must indemnify every officer of the Company and every officer of the Company's wholly owned subsidiaries; and
 - (B) may indemnify the Company's Auditor,
- against a Liability incurred as such an officer or Auditor (other than to the Company or a related body corporate of the Company), including a Liability incurred as a result of the Company or a wholly owned subsidiary of the Company appointing or nominating the officer as trustee or officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and

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- (ii) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or Auditor in defending an action for a Liability incurred as such an officer or Auditor or in resisting or responding to actions taken by a government agency or a liquidator.
 - (b) In relation to this rule 11.1, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 Insurance

Subject to the Act, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

11.3 Former Officers

The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

11.4 Deeds

Subject to the Act, without limiting a person's rights under this rule 11, the Company may enter into an agreement with a person who is or has been a Director or officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board Meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

12.2 Notice of Board Meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and
- (b) may give notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of Technology

- (a) A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D.
- (b) A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or,

if an equal number of Directors is located at two or more places, at the place where the chair of the meeting is located.

12.4 Chairing of Board Meetings

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chair of Directors or the chair is not present at the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

- (a) Unless the directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 60%) of Directors.
- (b) A quorum must be present for the whole Directors' meeting.

12.6 Majority Decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chair of a Board meeting does not have a second or casting vote. If an equal number of votes are cast for and against a resolution, the matter is decided in the negative.

12.7 Written Resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.8 Valid Proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

13. AUDITOR

- (a) The Company must appoint an Auditor and provide assistance to the Auditor in accordance with the Act.
- (b) The Auditor will not have any affiliation or interest in the Company nor any affiliation with an actual or potential supplier of goods and services, recipient of grant funds or an organisation with competing or conflicting objectives.

14. MEMBERSHIP

14.1 Membership and maximum number with a class of Members

- (a) The number of members is limited to 30. Members may resolve by Special Resolution to increase or decrease the number of Members.

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- (b) Immediately following formation of the Company and until such time as there is a resolution to change the number of Members, the number of Members within that class cannot exceed the following at any one time:
 - (i) Formation Members: 5 individuals, being those persons named in this document;
 - (ii) Life Members: No Limit;
 - (iii) President Members: 6 individuals;
 - (iv) Women's Captain Member: 6 individuals;
 - (v) Men's Captain Member: 6 individuals;
 - (vi) Treasurer Members: 6 individuals.

14.2 Initial Membership

- (a) Upon registration of the Company, the members of the Company will consist of the Formation Members. Should a Formation Member cease to be a Member of the Company, that person will not be replaced.
- (b) An existing Formation Member may become a member of another class of Members where they cease to be a Formation Member.

14.3 Further members

- (a) The Board shall have the power to create new classes of membership.
- (b) Following formation of the Company, the Board will create the following membership classes:
 - (i) Life Members;
 - (ii) Treasurer Members;
 - (iii) Women's Captain Members;
 - (iv) Men's Captain Members;
 - (v) President Members;
- (c) In the event that the Company appoints additional Members, the Company will outline the conditions upon which the Member will be appointed as a Member of the Company.

14.4 Members register

- (a) The Company must give current members access to the register of members.
- (b) Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

14.5 Application for Membership

- (a) An applicant, who meets the criteria outlined in rule 14.6 below, shall be eligible for membership of the Company.
- (b) The applicant must execute and deliver to the Company an application for membership in such a form as the Directors from time to time determine.

14.6 New Membership

- (a) An applicant for membership of the Company must be proposed by one Member of the Company (**Proposer**) and, if there is more than one Member at the time of proposal, seconded by another Member (**Secunder**).
- (b) An application for membership must be:
 - (i) in writing; and
 - (ii) signed by the applicant and the applicant's Proposer and, when applicable, the Secunder; and
 - (iii) in the form decided by the Board.

14.7 Register of Members

- (a) A register of Members must be kept in accordance with the Act.
- (b) Each Member and nominated representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

14.8 Restriction of the transfer of rights

The rights and privileges of every Member are personal to each Member and are not transferable by a Member's own act or by operation of law.

15. CESSATION OF MEMBERSHIP

15.1 Resignation of membership

- (a) A Member's membership will cease if the Member gives written notice to the Board terminating its membership with the Company.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the Secretary; or
 - (ii) if a later time is stated in the notice – the later time.

15.2 Misconduct of a Member

- (a) If any Member:
 - (i) is in breach of the provisions of this Constitution of the Company;
 - (ii) is convicted of an indictable offence; or

-
- (iii) is guilty of any act or omission which, in the opinion of the Board is unbecoming of a Member, or prejudicial to the interests of the Company,

the Board may expel the Member from the Company and remove the Member's name from the register of members.

- (b) The Board shall not expel a Member unless at least 7 days' notice has been given to the member stating the date, time and place at which the question of expulsion of that member is to be considered by the Board, and the nature of the alleged misconduct.
- (c) The Board must give the Member an opportunity to show why the membership should not be terminated in accordance with rule 15.4.
- (d) If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision.

15.3 Other grounds for cessation of Membership

- (a) A Member's membership of the Company shall automatically cease in the case of a Member who is a natural person on the date that the Member:
 - (i) dies;
 - (ii) is declared to be bankrupt under the provisions of the *Bankruptcy Act 1966* (Cth);
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to the mental health;
 - (iv) accepts employment with the Club;
 - (v) a Member is guilty of Misconduct as set out in rule 15.2;
 - (vi) is appointed to a committee of the Club;
 - (vii) ceases to be any of the following:
 - (A) a member of the Club;
 - (B) a life member of the Club;
 - (C) a full member of the Club;
 - (D) a senior member of the Club;
 - (E) a six-day member of the Club.
- (b) in the case of a Member which is a body corporate on the date that:
 - (i) a liquidator is appointed in connection with the winding-up of the Member;
or
 - (ii) an order is made by a court for the winding-up or deregistration of a Member.

15.4 Appeal against rejection or termination of Membership

- (a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

15.5 General meeting to decide appeal

- (a) The general meeting to decide an appeal must be held within two months after the Secretary receives the notice of intention to appeal.
- (b) At the meeting, the applicant must be given an opportunity to show why the application should not be rejected or the membership should not be terminated.
- (c) Also, the Board who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (e) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund any membership fee paid by the person.

16. MEETINGS OF MEMBERS

16.1 Calling Meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or by order made under section 249G.

16.2 Annual General Meeting

The Company must hold an Annual General Meeting in every calendar year within five months of the end of its financial year at the time and place determined by the Board.

16.3 Extraordinary Meeting

he Board may convene an Extraordinary Meeting at such time and place as the Board thinks fit, but must be convened in accordance with the Act. Members may also convene an Extraordinary Meeting, but only in accordance with the Act.

16.4 Notice of Meetings of Members

Subject to rule 16.5, at least 21 days' written notice of a meeting of Members must be given individually to each Member entitled to vote at the meeting, to each Director and to the Auditor (if any). The notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

16.5 Short Notice

Subject to section 249H(4) of the Act:

- (a) if the Company has elected to convene a meeting of Members and all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

16.6 Postponement or Cancellation

Subject to section 249D(5), the Board may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting.

16.7 Fresh Notice

If a meeting of Members is postponed or adjourned for one month or more, the Company must give a new notice of the resumed meeting.

16.8 Technology

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

16.9 Accidental Omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

17. PROCEEDINGS AT MEETINGS OF MEMBERS

17.1 Member Present at Meeting

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

17.2 Quorum

Subject to section 249B of the Act, the quorum for a meeting of Members is more than 25% of the Members and those members must be present (in person, by proxy or by representative) for the whole meeting. Each individual present may only be counted once toward a quorum. If a Member has appointed more than one proxy or representative only one of them may be counted toward a quorum.

17.3 Quorum Not Present

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

17.4 Chairing Meetings of Members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members, if:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Members present must elect a Member or Director present to chair the meeting.

17.5 Adjournments

Subject to rule 16.7, the chair of a meeting of Members at which a quorum is present:

- (a) may, with the consent of the meeting; and
- (b) must, if directed by Ordinary Resolution of the meeting,

adjourn it to another time and place.

17.6 Business at Adjourned Meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

18. PROXIES, ATTORNEYS AND REPRESENTATIVES

18.1 Appointment of Proxies

A Member may appoint not more than two proxies to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) or in any other form and mode that is signed or acknowledged by the Member in a manner satisfactory to the Board. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of those votes.

18.2 Member's Attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

18.3 Form of a Proxy

A proxy must be in the form contained in Schedule 1.

18.4 Manner in Which Proxy is to Vote

An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

18.5 Authority of Proxy

An instrument appointing a proxy is deemed to confer authority to speak on behalf of the appointor to the extent permitted by law and demand, or join in demanding, a poll.

18.6 Deposit of Proxy Forms and Powers of Attorney

An appointment of a proxy for a meeting of Members or for the taking of a poll is only effective if the following documents are received by the Company at least 48 hours before the meeting or the time appointed for taking the poll (as appropriate):

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointor's attorney — the authority under which the appointment was signed or a certified copy of the authority.

18.7 Validity of proxies

A vote in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no limitation in writing of the death, unsoundness of mind or revocation has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

19. ENTITLEMENT TO VOTE

19.1 Number of Votes

Subject to any rights or restrictions:

- (a) at meetings of Members, each Member entitled to vote may vote in person or by proxy or attorney or (in the case of a Member which is a body corporate) by its representative;
- (b) on a show of hands every person present who is a Member or a proxy, attorney or representative of a Member has one vote except where a proxy has two or more appointments that specify different ways to vote on a resolution, in which case the proxy cannot vote; and

-
- (c) on a poll every Member present in person or by proxy, attorney or representative has one vote.

Other than rule 6.11, the chair of a meeting of Members does not have a second or casting vote and if an equal number of votes is cast for and against a resolution the matter is decided in the negative.

19.2 Voting Restrictions

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the committee or trustee of the Member or such other person as properly has the management of the Member's estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

20. HOW VOTING IS CARRIED OUT

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under either before or on the declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chair's declaration of a decision on a show of hands is final.

21. RESOLUTIONS WITHOUT MEETINGS

21.1 Written Resolutions

Subject to section 249A(1) of the Act, the Company may pass a resolution without a general meeting being called or held if the resolution is set out in a document:

- (a) if the Company has only one Member, signed in the manner set out in section 249B of the Act; or
- (b) if the Company has more than one Member, signed in the manner set out in section 249A of the Act.

21.2 Signature of Resolutions

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a Member in a manner satisfactory to the Board as being signed by that Member.

22. SECRETARY

22.1 Requirement for Secretary

The Company must have at least one Secretary.

22.2 Appointment of Secretary

The Secretary must be appointed by the Board.

22.3 Terms and Conditions of Office

A Secretary holds office on the terms that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

22.4 Cessation of Secretary's Appointment

A person automatically ceases to be a Secretary if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a Secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;
- (c) becomes of unsound mind or is physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 22.5.

22.5 Removal from Office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specific term.

23. COMPANY SEALS

23.1 Common Seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2) of the Act.

23.2 Other Seals

The Company may have for use in place or its common seal outside the jurisdiction in which its common seal is kept one or more official seals, each of which shall be a facsimile of the common seal with the addition on its face of the name of every place where it is to be used.

23.3 Use of Seals

- (a) The common seal and duplicate seal (if any) may only be used with the authority of the Board.
- (b) The Board must not authorise the use of a seal that does not comply with section 123 of the Act.

23.4 Fixing Seals to Documents

The fixing of the common seal or other seal is affixed to a document must be signed by a director and be countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which the document is included.

24. FINANCIAL RECORDS & AUDIT

24.1 Minutes

The Company must keep minute book of Members' meetings and Board Meetings and subject to rule 24.2, allow access to minute books for the meeting of Members in accordance with the Act.

24.2 Inspection of records

The Board shall decide whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than those who are also directors).

24.3 Financial records

The Company must:

- (a) keep written financial records and allow access to such financial records; and
- (b) prepare, disclose, report and lodge financial reports (as required).

25. CERTIFICATE

25.1 Issue of Certificates

The Company may issue a certificate of membership to Members in such form upon payment of such fees as it may prescribe from time to time.

25.2 Title to the Certificates

Certificates of membership remain the property of the Company and must be promptly returned to the Company if requested by the Company or if the holder ceases to be a Member.

25.3 Lost and Worn Out Certificates

- (a) If a certificate is lost or destroyed and the Member applies in accordance with section 1070D(5) of the Act, the Company must issue a new certificate in its place.
- (b) If a certificate is defaced or worn out and is produced to the Company, the Company may, issue a new certificate in its place.

26. WINDING UP

26.1 Surplus assets not to be distributed to members

If the Company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member described in rule 26.2.

26.2 Distribution of surplus assets

- (a) Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to:
- (i) the Club; or
 - (ii) in the absence of the Club, one or more organisations with objects or purpose(s) similar to, or inclusive of, the objects or purpose(s) in rule 3, and
- which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- (b) The decision as to the organisation to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

27. AMENDING THE CONSTITUTION

27.1 Special Resolution

Subject to the Act, the Company may modify or repeal this Constitution or a provision of this Constitution by Special Resolution.

27.2 Effective Date

A Special Resolution modifying or repealing this Constitution takes effect:

- (a) if no later date is specified in the resolution, on the date on which the resolution is passed; or
- (b) on a later date specified in or determined in accordance with the resolution.

28. NOTICES

28.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address;
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

28.2 Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

28.3 When Notice is Given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5 pm (local time in the place of receipt) on a business day – on that day;
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia – on the second business day after posting; or
 - (ii) to a place outside Australia – on the seventh business day after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

28.4 Business Days

For the purposes of rule 28.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

28.5 Counting Days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

Schedule 1

Proxy Form

(clause 18.3)

I/We

[Insert full name]

Being a Member of Brisbane Golf Club Foundation Ltd (**Company**) entitled to attend and vote at the meeting, hereby

Appoints

or failing the person so named or, if no person is named, the Chairman of the meeting or the chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the general meeting to be held at [INSERT TIME] on [INSERT DATE] at the [INSERT VENUE], [INSERT PLACE] and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	[INSERT]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box

(By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even though he/she has an interest in the outcome of the resolution. The Chairman will vote in favour of all of the resolutions if no directions are given).

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATION THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll. Signed this _____ day of _____

INDIVIDUAL

SIGNED by [Name of Party]:

Signature of Member

Name of Member (BLOCK LETTERS)

COMPANY

SIGNED by [Name of Party]:

Signature of Director

Signature of Director/Company Secretary

Sole Director and Sole Company Secretary