

HALF MOON BAY GOLF CLUB

ABN 62 174 297 264



CONSTITUTION October 2008

The Associated Incorporated Act 1981

Rules of

Half Moon Bay Golf Club (Incorporated)

NAME

1. The name of the club shall be ' Half Moon Bay Golf Club (Incorporated)' (in these Rules referred to as the "Club").

INTERPRETATION

- (a) In these Rules unless inconsistent with the context words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and vice versa.
- (b) Any questions relating to the interpretation of these Rules or any regulation or bylaw of the club shall be decided by the Management Committee and the Management Committee's decision thereon shall be final.

OBJECTS

2. The objects for which the club is established are:-
 - (a) To promote, encourage, nurture and develop the game of golf for the benefit and enjoyment of the Club's members, their families and permitted guests.
 - (b) To provide for the members a golf course, club house, grounds and such amenities and facilities as are required for the playing of golf.
 - (c) To promote the continuation of the game of golf through the active development and patronage of young talent through sponsorship, competition, education and guidance from the members of the Club and any person appointed by the Club to full fill such a role.
 - (d) To apply for, obtain, hold and operate any licenses, rights or privileges under any enactment which in the opinion of the members are necessary or expedient to the interest and welfare of the club.
 - (e) To purchase, take lease or otherwise obtain, improve, sell, lease and develop any real or personal property and in particular to sublet, lease, rent any part of the club's property not immediately required for the use of members.
 - (f) To do other things as may be necessary or reasonably incidental to the attainment and operation of the objects of the club.

MEMBERSHIP CATEGORIES

3. The membership of the Club shall consist of any of the following classes of members who shall be bound by these Rules, membership is open to all persons. The number of members of each category shall be limited to the number of members determined by the Management Committee from time to time.

The members of the Club shall comprise:-

- (a) ORDINARY MEMBERS – limited to persons who have attained the age of 18 years who are interested in playing the game of golf and whose membership is likely to be compatible with existing members of the Club. Ordinary members are entitled to hold office and vote or otherwise take part in the management of the Club and be entitled to all privileges connected with the Club.
- (b) LIFE MEMBERS – limited to persons of good character and repute who have attained the age of 18 years who on the recommendation of the Management Committee, in recognition of distinguished and valuable service rendered by them to the Club, have been elected a Life Member at any General Meeting of the Club.

They are entitled to hold office and vote or otherwise take part in the management of the Club and be entitled to all privileges connected with the Club and shall also be entitled, free of charge, to life membership of the Club. This will be limited to eight (8) members at any one time.

- (c) HONORARY MEMBERS – limited to persons who have attained the age of 18 years who are exempt from payment of an entrance fee and/or membership fees and/or subscription fees for that period the Management Committee determines and applies only where persons have rendered special service to the Club, or who are distinguished personages the Management Committee desires to honour by granting honorary membership. The status of honorary members shall be determined from time to time by the Management Committee. Included in this category are employees receiving a subscription as part of their employment package. Honorary members are not entitled to hold office of the Management Committee but are eligible to hold office on the Golf Committee and are entitled to all privileges connected with the Club.
- (d) JUNIOR MEMBER – limited to persons of good character and repute under the age of 18 years at the 30th September of the current financial year who are accepted by the Management Committee for this class of membership.
The Management Committee at its discretion may extend junior membership beyond the age of 18 years for full time students on receipt of written confirmation with their tertiary education provider along with their application. Junior Members shall have no voting rights. Only junior members who have a handicap and who are approved by the Golf Committee shall be entitled to enter into any Club competition.
- (e) SOCIAL MEMBERS – limited to persons of good character and repute who have attained the age of 18 years and whose membership is likely to be compatible with existing members of the Club. Social members are persons to whom who do not wish to play golf, but wish to retain membership of the Club and who are accepted by the Management Committee for this class of membership. They may use the Club facilities, but shall have no voting rights, and no playing rights including use of the practice facilities. Social members are persons to whom social membership is granted by the Management Committee entitling the holder to the use of the clubhouse facilities at the exclusion of all other privileges and facilities of the Club.
- (f) PROVISIONAL MEMBERS - persons who are desirous of admission as ordinary members when no vacancies exist admitted by the Management Committee as provisional ordinary members, who shall be entitled to such limited use of the golf course, Clubhouse and other premises of the Club (if any) and shall be subject to such other restrictions as the Management Committee may from time to time decide. Provisional members are not entitled to hold office and vote or otherwise take part in the management of the Club.
Subject to approval of the Management Committee, provisional members shall be transferred to full membership as and when vacancies occur and in the order of priority in which they were admitted as provisional members.
- (g) CORPORATE MEMBERSHIP – who may be drawn from business houses and institutions on such terms and condition including voting rights that the Management Committee may decide.
- (h) SUMMER MEMBERS - limited to persons of good character and repute who have attained the age of 18 years who shall be entitled to play between such dates as shall be decided by the Management Committee and who are accepted by the Management Committee for this class of membership shall for a like period, have the privileges of the Club House. Summer members may apply to the handicapper for a limited handicap which can only be used in those Half Moon Bay Golf Club Competitions specified by the Golf Committee. Summer members shall have no voting rights and are not eligible to be officers of the Club.

ELECTION TO MEMBERSHIP

4. A candidate for election as a member shall, on the application form provided, be proposed by an existing financial member and be seconded by another. The application form shall be delivered to the General Manager who shall produce it at the next Management Committee meeting.
- (a) Any member of the Half-Moon Bay Golf Club who does not wish to become or remain a member of the Club following incorporation under Rule 4 shall automatically cease to be a member of the Club if payment is not made by a date determined by the Management Committee by that member of the membership and subscription fees first levied by the Management Committee or if a member advises, by the date so determined by the Management Committee, the General Manager in writing that he or she no longer wishes to be a member which advice shall have the same effect as if the member had resigned under Rule 8 (b).
 - (b) Subject to the strict compliance with the provisions of this clause, all nominations for membership must be dealt with and determined by the Management Committee.
 - (c) Proposals for membership (other than life or honorary membership) must be proposed and seconded by financial ordinary members or life members only.
 - (d) The application for membership must be made in writing, signed by the applicant and the applicant's proposer and seconder and must be in such form as the Management Committee from time to time prescribes.
 - (e) Particulars of all nominations for membership of the club must be entered in the order of time in which such nominations are received by the General Manager in a proposed membership register to be kept by the General Manager showing the full name and address of the person proposed and the time and date of receipt by the General Manager of the nominations.
 - (f) Unless the Management Committee determines otherwise, every nomination for membership must be dealt with and determined in the order of priority in which it is so recorded, **provided however** that for the purpose of inquiring into the person proposed, the matter of dealing with and determining nominations may be postponed for not longer than three months from the date of the Management Committee meeting at which the nomination would but for this proviso have been dealt with and other nominations may be dealt with and determined during that period.

ADMISSION AND REJECTION OF MEMBERS

5. Subject to the proviso of Rule 4 (f), at the next meeting of the Management Committee after the receipt of any application and the entrance fee applicable for any class of membership and the expiration of the period of advertisement required by Rule 4 (f), such application must be considered by the Management Committee, who must thereupon determine upon the admission or rejection of the applicant.
- (a) Any applicant who receives a simple majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered must be accepted as a member to the class of membership nominated for.
 - (b) Upon the acceptance or rejection of an application for any class of membership the General Manager must forthwith give the applicant notice in writing of such acceptance or rejection.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

6. A person whose application for membership has been rejected under Rule 5 (b) or whose membership has been suspended or terminated under Rule 8 (c, v) or ceased under Rule 8 (c, i) or cancelled under Rule 8 (c, ii) may within one (1) month of receiving written notice thereof, lodge with the General Manager written notice of the person's intention to appeal against the decision of the Management Committee.
- (a) Upon receipt of a notification of intention to appeal against rejection, suspension, termination, cessation or cancellation of membership the General Manager must convene, within three (3)

months of the date of receipt by the General Manager of such notice, a meeting of the appeal Management Committee to determine the appeal.

- (b) At any such meeting the appellant must be given the opportunity to fully present the appellant's case and a representative appointed by the Management Committee (who need not be a member of the Management Committee) must likewise have the opportunity of presenting the Management Committee's case.
- (c) The appeal Management Committee shall have full control over the proceedings of the appeal and the parties must submit themselves before the commencement of the hearing of the appeal to the jurisdiction of the appeal Management Committee.
- (d) The appeal shall be determined by a simple majority vote of the members of the appeal Management Committee which shall be final and binding for all purposes.
- (e) The appeal committee of the Club shall consist of the President, Vice President and Captain. The Chairperson shall be the President. The General Manager or, in his/her absence, the person appointed by the Management Committee must also attend all meetings of the appeal committee to keep a record of the proceedings, but shall not be entitled to vote on any matter before the appeal committee.
- (f) Where a person whose application for membership is rejected, does not appeal against the decision of the appeal Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the General Manager must forthwith refund the amount of any membership or subscription fees paid in advance but any entrance fee paid shall be forfeited to the Club.

REGISTER OF MEMBERS

- 7. The General Manager shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Club and the dates of their admission.
 - (a) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
 - (b) The register shall be open for inspection at all reasonable times by any member who previously applies to the General Manager for such inspection.

TERMINATION OF MEMBERSHIP

- 8. A member shall cease to be a member of the Club:-
 - (a) Upon death, Upon notification in writing to the General Manager of the death of a member the member shall cease to be a member from the date of death of the deceased and the deceased member's estate shall be entitled to a pro rata refund of any membership or subscription fees paid in advance of the date of death of the deceased member but nothing in this clause shall prevent the Club from recovering from the deceased member's estate any fees due by the deceased member prior to death.
 - (b) Upon giving the General Manager written notice of his intention to resign his membership
 - (c) By resolution of the Management Committee who in such event shall give such member written notice of cancellation of his membership along with the Management Committee's reason, or reasons, which may include his:
 - (i) being convicted of an indictable offence, or
 - (ii) failing to pay his subscriptions by such period as the Management Committee shall from time to time define, or
 - (iii) failing to pay any fine duly and properly levied in accordance with these Rules within such period as the Management Committee shall appoint, or

- (iv) unbecoming or unseemly conduct or behaviour on his part, or
- (v) conduct prejudicial to the interests, assets or good reputation of the Club where a fine is deemed unsuitable.

SUBSCRIPTIONS

9. SUBSCRIPTION becomes due on the first day of September in each year. Resignation must be given before the thirtieth (30th) September of that year, otherwise the member shall be liable for the subscription for the current year.

- (a) The Management Committee may exercise all the powers of the Club:-to determine entrance fees of new members, membership fees and subscription fees for each ensuing financial year as well as such other fees and charges as the Management Committee shall determine provided that such fees do not exceed the then current fees by an amount calculated in accordance with the following formula:

$$A = B \times \frac{C}{D} \text{ where}$$

A= the amount of the fees to be calculated

B= the sum of the previous year's subscription including GST.

C= the Index Number released for the June quarter for the year immediately preceding the year for which the fees are being calculated; and

D= the Index Number released for the quarter ending 30th June current year.

The Management Committee cannot increase the subscriptions by more than twice the rate of the CPI in any given year.

- (b) The Management Committee shall have the power to reduce or remit the subscription of any member or to refund in whole or in part any subscription already paid by a member.
- (c) Any member failing to pay or make arrangements for payment of his subscription on or before the 30th of September in each year (or in the case of members elected after the 30th September one calendar month after election) shall forfeit all privileges of membership until payment is made.
- (d) ENTRANCE FEES - the Management Committee may determine and impose an entrance fee to be paid by candidates for election as playing members.
- (e) VISITORS AND GREENFEES – Members may admit friends as visitors to the club by inserting their names with the members signature attached in a book to be kept for that purpose, and such visitors shall be entitled to use the course and the Club House for any legitimate purpose upon payment of green fees. The amount payable for green fees shall be as the Management Committee shall from time to time determine. Members inviting guests who fail to pay green fees are responsible for making payment of such green fee.

OFFICERS OF THE CLUB

10. The Management of the Club will be split between the Management Committee and Golf Committee. The Management Committee is responsible for all the Business Affairs of the Club as defined in rule 11 (a-j). The Golf Committee is responsible for the Playing and Social Affairs of the Club as defined in rule 12 (a-k).

- (a) The Management Committee and the Golf Committee will meet together quarterly to discuss, budgets, subscriptions and capital expenditure and any further club business that the two groups deem necessary. In the event of a dispute between these two parties the President must schedule a meeting within seven (7) days to resolve the situation.

- (b) The OFFICERS of the Club shall consist of the following and shall be elected by all members at the Annual General Meeting
 - (i) President
 - (ii) Vice President
 - (iii) Vice President
 - (iv) Captain
 - (v) Vice Captain
 - (vi) Greens Director
 - (vii) Treasurer
 - (viii) Women's Co-Ordinator
 - (ix) Men's Co-Ordinator
 - (x) House Director
 - (xi) Junior Director
- (c) All Officers of the Club shall be financial ordinary members or life Members.
- (d) Except as herein otherwise provided each Officer of the Club and any other member required for the Management Committee or the Golf Committee shall be elected at the Annual General Meeting of the Club by those entitled to vote on that appointment and shall respectively hold office until the next ensuing Annual General Meeting and shall be eligible for re-election as hereinafter provided.
- (e) An Officer of the Club shall vacate office if; -
 - (i) He ceases to be a member.
 - (ii) He resigns his office.
 - (iii) He has, in the opinion of the Management Committee become incapable of carrying out the duties powers or responsibilities of his office and the Management Committee so resolves.
 - (iv) He has without leave of the Management Committee/ Golf Committee or giving an apology duly accepted by the Management Committee/ Golf Committee absented himself from three meeting of those Management Committee or Golf Committee.
- (f) A member of the Management Committee/Golf Committee so removed shall have a right of appeal to the appeal Management Committee. Notice of any such appeal must be lodged by the applicant with the General Manager of the Club not less than fourteen (14) days after the date at which the decision of the Management Committee was taken to remove such Management Committee/Golf Committee member. For the purpose of this Sub-Rule and to remove any doubt, the chairperson shall not have a casting vote in addition to his/her deliberative vote.
- (g) No person may be elected an Officer of the Club unless he is an existing financial ordinary member of the Club and had one year's continuous membership at the time of the Annual General Meeting. All officers of the club must be duly proposed and seconded by written notice for the office by two or more existing financial full playing members. These must be handed to the General Manager 48 hours prior to the commencement of the Annual General Meeting.
- (h) Nominations for election shall be called for at the General Meeting only in the event of insufficient members having been nominated 48 hours prior to the meeting. The Annual General Meeting may vote to have vacancies filled by the Management Committee at a later date. The validity of any nomination or nomination for any office shall be decided by the Chairman.
- (i) In the event of a Management Committee or Golf Committee position becoming vacant during the tenure the Management Committee will call for nominations from the membership by posting a notice on the notice Management Committee for 20 days and from those nominated appoint an appointee who shall hold office until the next Annual or Special General meeting is held.

MANAGEMENT COMMITTEE

11. The affairs of the Club shall, subject to any directions or specific of the club in the Annual General Meeting be administered by the Management Committee.
- (a) The following Officers and members of the Club shall form the Management Committee.
 - (i) President
 - (ii) Vice-President
 - (iii) Vice-President
 - (iv) Greens Director
 - (v) Treasurer

Rotation of Management Committee Members; the term of an elected Management Committee Member shall be two years.

At each Annual General Meeting two of the elected Management Committee Members shall retire by rotation but are eligible to stand for re-election. The Management Committee Members to retire each year shall be those who have been longest in office since their last election, but as between persons who became Management Committee Members on the same day, those to retire (unless they otherwise agree among themselves) be determined by lot.

- (b) The Management by Management Committee: The business and affairs of the Club shall be managed by, or under the direction or supervision of the Management Committee.
- (c) Powers: The Management Committee has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Club and the appointment of paid staff.
- (d) The General Manager will be appointed by and responsible to the Management Committee.
- (e) The Management Committee may appoint such sub- committees as it thinks fit from its body or from other ordinary members of the Club and specialist advisors outside the Club membership may be co-opted as part of a special project sub-committee. The Management Committee may from time to time make alteration in the personnel of such sub-committee.
- (f) The Management Committee shall meet at such times and in such places as it shall from time to time resolve and shall make such regulations as it thinks fit for the conduct of its own meetings provided that it shall meet at least once each calendar month during its term of office. The attendance of the Course Superintendent is required at the Management Committee Monthly Meetings.

All Management Committee Meetings shall be convened in such places outlining the nature of the business to be conducted in writing with not less than four (4) days' notice given by the General Manager to members of the Management Committee.
- (g) Each member of the Management Committee having the right to vote shall have one vote on each motion submitted to the meeting but in the case of equality of voting on any such motion the Chairperson shall have a casting as well as a deliberative vote on that motion.
- (h) MINUTES of every Management Committee Meeting shall be kept in the usual manner in the Club's Minute Book and columned in accordance with usual practice. Minutes from Management Committee Meetings shall be made available to Members entitled to vote for perusal by request to the General Manager. Similarly, the minutes of every Management Committee Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee Meeting.
- (i) The Quorum for a meeting of the Management Committee shall be three (3) members present.
- (j) The Chairperson of the Management Committee is elected by the members of the Management Committee at their first meeting and shall hold office until the next Annual General Meeting.

GOLF COMMITTEE

12. The Golf Committee is responsible to the Management Committee for the running of the Club Playing and Social programme.
- (a) The following Officers and Members of the Club shall form the Golf Committee
 - (i) Captain
 - (ii) President
 - (iii) Vice Captain
 - (iv) Women's Co-Ordinator
 - (v) Men's Co-ordinator
 - (vi) Junior Director
 - (vii) House Director
 - (b) The quorum for a meeting of the Golf Committee shall be four (4) members present.
 - (c) Each member having the right to vote shall have one vote on each motion submitted to the meeting but in the case of equality of voting on any such motion the Chairperson shall have a casting as well as a deliberative vote on that motion.
 - (d) The Golf Committee shall have power to deal with all matters relating to: -
 - (i) Rules of Play, rules of play shall be those approved by and defined under the governing rules of the Royal and Ancient Golf Club of St Andrews and Australia Golf Association.
 - (ii) All Competitions held on the course and forms a part of the official club programme.
 - (iii) All interclub and Association events the Club is involved in.
 - (e) Prepare the annual playing programme and management of any adjustments to it during the course of the year –
 - (f) Provide recommendations to the Management Committee in relation to course bookings, corporate days and hosting of National and District Golfing events. Final approval will rest with the Management Committee.
 - (g) Resolve all disputes associated with any club competition.
 - (h) The Golf Committee shall meet at such times and in such places as it shall from time to time resolve and shall make such regulations as it thinks fit for the conduct of its own meetings provided that it shall meet at least once each calendar month during its term of office. The attendance of the Club Professional is required at the Golf Committee monthly meetings along with the Golf Administrator.
All Golf Committee meetings shall be convened in such places outlining the nature of the business to be conducted in writing with not less than four (4) days' notice given by the General Manager to members of the Golf Committee.
 - (i) Form Sub-Committees to co-ordinate specific areas of activity with a monthly report to be tabled at the Golf Committee meetings.
 - (j) The Captain shall be the chairman of the Golf Committee but in his/her absence either the Men's/Women's Co-Ordinators will fill that role. The Captain may ask at the first meeting of the Golf Committee following the Annual General Meeting that the meeting appoint its own Chairman who shall hold that position until the next Annual General Meeting or the earlier appointment of a replacement Chairman by the Golf Committee.
 - (k) MINUTES of every Golf Committee Meeting shall be kept in the usual manner in the Club's Minute Book and columned in accordance with usual practice. Minutes from Golf Committee Meetings shall be made available to Members entitled to vote for perusal by request to the

General Manager. Similarly, the minutes of every Golf Committee Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Golf Committee Meeting.

GENERAL MANAGER

13. The General Manager shall attend all General Meetings of the Club and meetings of the Management Committee and the Golf Committee. Shall keep minutes of the proceedings of each meeting, shall read and file all correspondence and communications, give notices of meetings, conduct the Club's official correspondence and generally perform such things as are usually performed by a Club General Manager.
- (a) The General Manager shall collect subscription and other Club revenue; issue receipts for all money received and shall pay all money coming into his hands into such Bank, as the Management Committee shall direct. Shall keep proper and accurate records of all money received and disbursed by the Club. Shall present to each Annual General Meeting of the Club, the usual accounts and balance sheet, duly audited, relating to the financial year just ended, and shall produce to the Management Committee whenever required by the Club's account books, bank statements. The Management Committee shall be responsible for all payments made on behalf of the Club.
 - (b) The General Manager does not have voting rights at Management Committee and Golf Committee meetings.

AUDITOR

14. The Club shall at each Annual General Meeting appoint an Auditor (Honorary or otherwise) who shall hold office until the next ensuing Annual General Meeting. The Management Committee shall have power at any time to appoint a replacement Auditor to hold office until the next ensuing General Meeting.

PATRON

15. The Club may at each Annual General Meeting elect a Patron who shall hold office until the next ensuing Annual General Meeting. The Patron if he so wishes, may attend and speak at any meeting of the Club or the Management Committee. A Patron has all the privileges of a full playing member of the club without payment of subscription.

FINANCIAL

16. The financial year of the Club shall commence on the first day of October and end on the last day of September next following.
- (a) The control and investment of the funds of the Club shall be in the hands of the Management Committee.
 - (b) The General Manager, President and Chairman/Management Committee Member shall operate the banking accounts of the Club. The General Manager and one of the other two shall sign all cheques or payments by electronic banking. No payment of any account exceeding \$500 shall be made except pursuant to a resolution of the Management Committee other than: -
 - (i) For regular periodical payments of wages or salary previously authorised; or
 - (ii) For purchase of bar stock or trading stock or
 - (iii) To meet day to day requirements of course and machinery repairs and maintenance.
 - (c) The Management Committee has the Power on behalf of the Club to borrow or raise or secure the payment of money in such manner as the members of the Management Committee may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present and future, and to purchase, redeem or pay off any such securities.

- (d) The Management Committee may ask to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Cairns for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities.
- (e) The income and property of the Club whencesoever's derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club, provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.

DOCUMENTS

- 17. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

MEETINGS

- 18. A General meeting (in these Rules referred to as 'The Annual General Meeting') of the members of the Club shall be held no later than three (3) months after the close of the club's previous financial year.
 - (a) A General Meeting (in these Rules referred to as 'A Special General Meeting') of the members of the Club shall be convened by the General Manager (or in his absence by an Officer) if and whenever he is so directed be the Management Committee, or by a written requisition delivered to him signed by either all five (5) Management Committee Members or by any thirty (30) members of the Club entitled to vote, such requisition to state the object or purpose for which the meeting is required.
 - (b) A General Meeting (whether Annual or Special) shall be called on not less than seven clear days notice in writing sent to each full playing financial member of the club and/or advertised in the public notice section of the local paper.
 - (c) Each notice shall state the place, date and the time of the meeting and the business to be transacted there at.
 - (d) NOTICES of motion for consideration by the General Meeting shall be in the hands of the General Manager or other Officer convening the meeting not less than seven (7) days before the day whereon notice of the meeting is in accordance with these rules to be sent to members.

PROCEEDING AT GENERAL MEETING

- 19. A General Meeting shall be presided over by the President or his nominee from the Management Committee.
 - (a) The quorum for a General Meeting shall be thirty (30) financial ordinary members personally present. No business shall be transacted unless a quorum is present.
If within 15 minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Club, shall lapse. In any other case, it shall stand adjourned on

the same day in the next week at the same time and place, or to such other day at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present shall be a quorum.

- (b) MEETINGS shall be conducted in accordance with the recognised rules of debate,
- (c) Only ordinary financial members, at the time of the meeting shall be entitled to vote in person. There shall be no proxy voting.
- (d) Every motion submitted to the meeting shall be decided in the first instance on the voices or in the event of a decision being in doubt (as to which the Chairperson shall be the sole judge) by a show of hands.
- (e) Each member having the right to vote shall have one vote on each motion submitted to the meeting but in the case of equality of voting on any such motion the Chairperson shall have a casting as well as a deliberative vote on that motion.
- (f) MINUTES of every meeting shall be kept in the usual manner in the Club's Minute Book and columned in accordance with usual practice. Minutes from Annual or Special Meetings shall be made available to Members entitled to vote for perusal by request to the General Manager.
- (g) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting
However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

SEAL

20. The Management Committee shall provide and the General Manager shall be responsible for the custody of a Common Seal for the Club.
- (a) The Common Seal shall not be affixed to any deed instrument or other document or paper except pursuant to a resolution of the Management Committee or of the Club in General Meeting and in the presence of two Officers of the Club who shall add their signature to the said deed document or paper.

INVESTMENT OF FUNDS

21. Any money belonging to the Club not immediately required may be invested in such a manner and on such security if any as the Management Committee may from time direct. Securities for such investments shall be taken in the name of the Club.

PAYMENTS TO MEMBERS (Pecuniary Profit)

22. No member of the Club or any person associated with the Club member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage what so ever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

ALTERATION OF RULES

23. The Rules for the time being of the Club, may at General Meeting's called in accordance with these rules be altered, added to, rescinded in whole or in part and/or replaced by resolution duly passed by a seventy five (75%) per cent majority of the members present and entitled to vote. No addition to or alteration or appeal of the rules shall be approved if it effects the Pecuniary Profit clause (22) or the distribution of

surplus assets (24), however an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

DISTRIBUTION OF SURPLUS ASSETS

24. If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 15 (e) such institution or institutions to be determined by the members of the Club.

GENERAL

FINES

25. The Management Committee may impose a fine upon and suspend the playing rights of any members for a period to be determined by the Management Committee, found guilty of any conduct considered by the Management Committee to be prejudicial to the good name of the Club, good order in the Club, or proper preservation of the Golf Course, equipment or buildings PROVIDED that before any fine or suspension be so imposed such members shall be notified in writing and shall be entitled to appear before a meeting of the Management Committee and be heard in his defence. Any fine imposed by the Management Committee under this rule shall be recoverable in the same manner as subscriptions in arrears.

COURSE

26. No major alteration to the layout of the Half Moon Bay Golf Club shall be made unless it is in keeping with the current Business Plan presented to members at a General Meeting.
- (a) No real land or buildings belonging to the club may be sold without
- (i) the proposal being submitted to a General Meeting of members where two thirds of those present approve the proposal and motion.
- (ii) The motion so approved at General Meeting then being subject to a postal ballot of all members eligible to vote, and requiring a two-thirds approval of those responding.

PLAY ON THE COURSE

27. All playing members shall have the playing rights and use of the course as specified by these rules or as the Management Committee and Golf Committee shall authorise from time to time.

COMPLAINTS

28. Any complaints by a member shall be made in writing to the General Manager in order that it may be submitted to the Management Committee and none shall be dealt with by the Management Committee unless so made.

Complaints shall in the first instance be dealt with by either:

- (a) The General Manager or
- (b) The relevant sub-Management Committee as the General Manager shall in his discretion decide. Any complaint remaining unsatisfied shall be referred to the Management Committee by the General Manager or Sub Committee for the Management Committees action.
29. In no case shall a servant of the Club be instructed or reprimanded directly by a member except with express authority of the Management Committee.