



RULES OF
THE RICHMOND GOLF CLUB
A SUB CLUB OF RICHMOND CLUB LIMITED
ACN 001 034 911

1. PRELIMINARY

- 1.1 The name of the Golf Club shall be “The Richmond Golf Club”
- 1.2 These Rules shall be read in conjunction with, and subject to, the Articles of the Club.

2. DEFINITIONS

- 2.1 In these Rules, the following terms shall have the following meanings unless there be something in the subject or context inconsistent therewith:
 - (a) “Amalgamation” means the amalgamation between the Club and Richmond Golf Club Limited.
 - (b) “Articles” means the Articles of Association of the Club in existence from time to time.
 - (c) “Biennial General Meeting” means a biennial general meeting of the Club held pursuant to the Articles.
 - (d) “Board” means the Board of Directors of the Club.
 - (e) “CEO” means the Secretary and Chief Executive Officer of the Club or, if the Secretary is unavailable, a representative of the Secretary.
 - (f) “Club” means Richmond Club Limited.
 - (g) “Club Licence” means a club licence granted or held under section 10 of the Liquor Act.

- (h) "Completion of the Amalgamation" means the day on which all of:
 - (i) The assets and Club Licence of Richmond Golf Club Limited are transferred to the Club; and
 - (ii) The liabilities of Richmond Golf Club Limited are paid by, or transferred to, the Club;
 - (iii) The Independent Liquor and Gaming Authority transfers the Club Licence held by Richmond Golf Club Limited to the Club.
- (i) "Golf Club" means the Richmond Golf Club, a sub club of the Club.
- (j) "Golf Course" means the golf course located at 34 Bourke Street East Richmond NSW 2753
- (k) "Golf Management Committee" means the Committee appointed by the Board or elected to office in accordance with Rule 8..
- (l) "Golf Notice Board" means a noticeboard relating to the golf activities of the Club to be displayed in the licensed premises of the Club located at 34 Bourke Street East Richmond NSW 2753.
- (m) "Member" means a member of the Golf Club.
- (n) "Golf Club Calendar" means a calendar given to members outlining the golf days of the year.
- (o) "Rules of Golf" means Rules of Golf (Including the Rules of Amateur Status), as approved by The Royal & Ancient Golf Club of St Andrews, Scotland and The United States Golf Association.

3. STATUS

- 3.1 The Golf Club is established by the Club pursuant to Article 52(n) of the Articles of the Club.
- 3.2 The Golf Club shall function as a sub club of the Club subject to the ultimate control and direction of the Board.
- 3.3 The Golf Club shall come into existence and these Rules shall commence on Completion of the Amalgamation.

4. OBJECTS

- 4.1 The objects of the Golf Club are to promote, conduct and administer the organisation and playing of golf by Golf Club members.

5. AFFILIATION

- 5.1 The Golf Club shall be eligible to affiliate with and shall abide by the rules and by-laws of such associations or bodies as the Golf Management Committee from time to time determines provided that:
- (a) the Board first approves such affiliation; and
 - (b) such rules and by-laws are not inconsistent with the Articles or policies of the Club.

6. MEMBERSHIP

- 6.1 The first members of the Golf Club will be:
- (a) the Golf Club members referred to in Article 13A of the Articles of the Club who have paid the current subscription for golfing membership of Richmond Golf Club Limited as at the date of Completion of the Amalgamation; and
 - (b) such other members of the Club who wish to play golf using the golfing facilities of and amenities at the Richmond Golf Course and who are admitted to membership of the Golf Club.
- 6.2 A Member of the Golf Club is a financial member of the Club who has applied for and been admitted to membership of the Golf Club by the Golf Management Committee.
- 6.3 An applicant for membership (apart from the original members referred to in Rule 6.1 must apply in writing to the Golf Management Committee.
- 6.4 Members shall be entitled to attend and vote at all general meetings of the Golf Club.
- 6.5 Members who have been members of the Golf Club or the Richmond Golf Club Limited for at least two consecutive years immediately prior to an election or proposed appointment shall be eligible to stand for and be elected or appointed to the Golf Management Committee.
- 6.6 Members shall pay such entrance fee (if any) and annual subscription for membership of the Golf Club in addition to their annual subscription for membership of the Club as may be determined by the Golf Management Committee from time to time subject to the approval of the Board.
- 6.7 Any member who is suspended from membership or the Club will not be eligible to play in any Golf Club fixtures.
- 6.8 Any member who ceases to be a member of the Club will also cease to be a member of the Golf Club.
- 6.9 Life members of Richmond Golf Club Limited will be recognised as Life members of the Golf Club and will continue to receive the benefits reserved for Richmond Golf Club Limited Life members as apply at the date of Completion of the Amalgamation but are

required to pay an annual subscription for membership of the Club.

- 6.10 Any member of the Golf Club may be elected to Life membership of the Golf Club for outstanding and meritorious service to the Golf Club in accordance with the remaining sub-clauses of this clause 6
- 6.11 A nomination for Life membership of the Golf Club must be proposed by one and seconded by another member of the Golf Club and submitted to the Golf Management Committee for approval. If the nomination is approved by the Golf Management Committee, it will be submitted to the Board of the Club for approval. If the nomination is approved by the Board of the Club, it shall be an item of business at the next general meeting of the Golf Club.
- 6.12 A member will be elected to Life membership of the Golf Club if a resolution nominating the member for Life membership is passed by at least a simple majority of members present at a general meeting of the Club.

7. GAME RULES AND FEES

- 7.1 In all games, the Rules of Golf shall apply except where over-ridden by the local rules of the golf course where golf is being played.
- 7.2 Only Members of the Club, Temporary Members of Richmond Club Limited and guests of members of Richmond Club Limited may compete in any Golf Club competitions subject to the determination of the Golf Club Management Committee as to their eligibility.
- 7.3 All members are to abide by the Golf Club local rules.
- 7.4 All Members shall be entitled to a copy of the Rules of the Golf Club and any amendments or changes to these Rules.
- 7.5 A member or a guest of a member or Temporary member can only play in a Golf Club competition or championship or play socially if they have paid the green fees for the Golf Course for the day.
- 7.6 Bookings for play on the Golf Course will be made electronically subject to such conditions and operational procedures as determined by the Golf Management Committee and approved by the CEO or his/her delegate including without limitation any cancellation policy or fees.
- 7.7 Members must pay all green and other applicable fees prior to playing in any event organised by the Golf Club.

8. GOLF MANAGEMENT COMMITTEE

- 8.1 The first Golf Management Committee will consist of:
- (a) the Board of Directors of the Richmond Golf Club Limited as at the Completion of the Amalgamation; and

- (b) the approved manager (if any) of the former premises of the Richmond Golf Club Limited;
 - (c) the members of the Golf Management Committee may have such titles and shall hold such offices as the Golf Management Committee determine, such as (without limitation) Chairman, Captain, Vice Captain but those titles must include the words “of the Golf Management Committee”.
- 8.2 The first Golf Management Committee will continue in office until the first Annual General Meeting of the Club following the Completion of the Amalgamation.
- 8.3 From the first Annual General Meeting of the Club following Completion of the Amalgamation, the Golf Management Committee will comprise:
- (a) the Course Superintendent of the golf course; and
 - (b) the approved manager (if any) of the former premises of the Richmond Golf Club Limited;
 - (c) the CEO;
 - (d) four (4) members of the Golf Club subject to the requirements of Rule 6.5.
- 8.4 From the first Annual General Meeting of the Club following Completion of the Amalgamation, the four (4) members of the Golf Club (“**the Four Elected Positions**”) shall be elected in the following manner:
- (a) A ballot for the Four Elected Positions shall take place in each year in which the Club holds a Biennial General Meeting provided that if Completion of the Amalgamation takes place before the Annual General Meeting of the Club in 2012, a ballot for those positions shall be conducted that year at a general meeting of the Golf Club to be held 21 days after that Annual General Meeting.
 - (b) Members elected to the Four Elected Positions shall subject to these Rules hold office until the General Meeting of the Golf Club following each Biennial General Meeting of the Club. That General Meeting will be held in accordance with paragraph (u) of this Rule 8.4.
 - (c) The Board shall appoint a Returning Officer and at least one scrutineer to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
 - (d) Nominations for election to the Four Elected Positions shall be made in writing and signed by two Members as proposer and seconder, and by the nominee who shall thereby signify his consent to the nomination.
 - (e) Nominations shall close not later than 14 days before the General Meeting of the Golf Club for the purpose of Rule 8.4(b) and must be handed to the CEO on or before that time.
 - (f) The CEO shall post the name of each candidate and their proposer and seconder

on the Golf Notice Board. The candidates shall be listed in alphabetical order. The list shall remain displayed on the Notice Board until the election has concluded.

- (g) If the full number of candidates for the various Four Elected Positions is not nominated then those candidates who are nominated shall be declared elected and the remaining positions shall be casual vacancies.
- (h) If there be only the requisite number nominated for the Four Elected Positions, those candidates shall be declared duly elected.
- (i) If there be more than the required number nominated for the Four Elected Positions an election by secret ballot shall take place to determine who shall be elected.
- (j) The Returning Officer shall supervise the preparation of ballot papers.
- (k) The order in which names appear on the ballot paper shall be determined by lot.
- (l) The Returning Officer shall supervise the issue of ballot papers.
- (m) All Members shall be eligible to vote in the election of the Four Elected Positions.
- (n) Members shall record their vote in such manner as may be prescribed by the Returning Officer or the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (o) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (p) The Returning Officer shall supervise the examination of ballot papers.
- (q) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (r) The Returning Officer shall supervise the counting of votes.
- (s) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (t) The Returning Officer shall report the result of the ballot to the General Meeting of the Golf Club.
- (u) For the purpose of this Rule 8.4 the General Meeting of the Golf Club will be the same meeting referred to in Rules 13.1 and 13.2 as the Annual General Meeting of the Golf Club and will take place:
 - (i) in the case of paragraph (a) 21 days after the Annual General Meeting of the Club in 2012;
 - (ii) in every other case 21 days after the Biennial General Meeting of the Club.

- (v) At least 21 days' notice of the General Meeting of the Golf Club referred to in paragraph (u) and the closing date for nominations referred to in paragraph (e) shall be given to all members of the Golf Club by being displayed on the noticeboard in the premises of the Golf Club.
- (w) At the first meeting of the Golf Management Committee following the General Meeting at which the report of the ballot referred to in paragraph (t) is made the members of the Golf Management Committee shall elect from among their number a Chairperson.

9. PROCEEDINGS OF GOLF MANAGEMENT COMMITTEE

- 9.1 In the exercise of its functions the Golf Management Committee shall be subject in all respects to the ultimate control and direction of the Board.
- 9.2 The Golf Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Golf Management Committee shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 9.3 A record of all members of the Golf Management Committee present at each Golf Management Committee meeting and of all resolutions and proceedings of the Golf Management Committee at such meeting shall be entered in a minute book provided for that purpose.
- 9.4 The members of the Golf Management Committee shall elect one their number to chair meetings. .
- 9.5 The quorum for meetings of the Golf Management Committee shall be four (4) members of the Golf Management Committee personally present.
- 9.6 If a quorum is not present within fifteen (15) minutes from the time the meeting was to commence the meeting shall lapse.
- 9.7 Subject to these Rules, questions arising at any meeting of the Golf Management Committee shall be decided by a majority of votes and a determination by a majority of the Golf Management Committee shall for all purposes be deemed a determination of the Golf Management Committee. In the case of an equality of votes the CEO shall have a second or casting vote. In the case of an equality of votes and the CEO is not present, the chairperson of the meeting shall have a second or casting vote.
- 9.8 The continuing members of the Golf Management Committee may act notwithstanding any vacancy in the Golf Management Committee, but if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Golf Management Committee, the continuing member, members or the Manager may act for the purpose of increasing the number of Golf Management Committee members to that number, or for summoning a general meeting of the Golf Club, but for no other purpose.

10. VACANCIES ON GOLF MANAGEMENT COMMITTEE

- 10.1 The office of a member of the Golf Management Committee shall automatically be vacated if the person holding that office:
- (a) 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.
 - (b) is absent from meetings of the Golf Management Committee for a continuous period of three (3) months without leave of absence from the Golf Management Committee and the Golf Management Committee resolves that the office be vacated.
 - (c) by notice in writing given to the CEO resigns from office.
 - (d) ceases to be a member of the Golf Club.
 - (e) ceases to be a member of the Club.
 - (f) is removed from office by a resolution to that effect by the Board.
- 10.2 The Golf Management Committee shall have power to appoint a Member to any vacancy among the Four Elected Positions. The Member so appointed shall hold office until the next Biennial General Meeting.

11. POWERS OF THE GOLF MANAGEMENT COMMITTEE

- 11.1 Two (2) members of the Golf Management Committee will be invited to attend any monthly meeting of the Board at which there is an agenda item of business that is related to golf for the purpose of giving recommendations to the Board.
- 11.2 The Golf Management Committee will be entitled to make recommendations to the Board in relation to the management of golf and the golf course but will not have the authority of the Board of the Club. Recommendations of the Golf Management Committee will be considered at meetings of the Board of the Club.
- 11.3 The Golf Management Committee will make determinations within a budget as agreed with the Board of the Club and in consultation with the management of the Club on the following matters:
- (a) the golf subscription non affiliation component;
 - (b) green fees;
 - (c) golf competitions, events and fees;
 - (d) golf carts and fees;
 - (e) golf playing rights of members including various levels of golf.

12. DUTIES OF GOLF MANAGEMENT COMMITTEE

- 12.1 The Golf Management Committee shall arrange a programme of competitions and events to be played during the season by Members and shall submit any such programme in draft to the Board for approval.

13. GENERAL MEETINGS

- 13.1 A general meeting called the Annual General Meeting shall be held once at least in every calendar year and will be held 21 days after each Annual General Meeting of the Club.
- 13.2 The business of an Annual General Meeting of the Golf Club shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the Golf Management Committee report;
 - (c) to receive and consider a financial statement and report detailing the finances received and disbursed by the Golf Management Committee;
 - (d) subject to Rule 8.4, to conduct the election of the Golf Management Committee;
 - (e) to deal with any other business of which due notice has been given to the members.
- 13.3 Subject to these Rules, all Members shall be eligible to attend and vote at a general meeting or an Annual General Meeting of the Golf Club.
- 13.4 Members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Manager at least fourteen (14) days prior to the date fixed for such Annual General Meeting.
- 13.5 The Golf Management Committee may convene a general meeting of the Golf Club at any time.
- 13.6 The Golf Management Committee must call and arrange to hold a general meeting of the Club on the request of at least 5% or 100 members of the Golf Club as follows.
- (a) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the general meeting;
 - (iii) be signed by the Members making the request;
 - (iv) be given to the Secretary.
 - (b) The Golf Management Committee must call the general meeting within twenty-one (21) days after the request is given to the Secretary. The general meeting must be held not later than two (2) months after the request is given to the

Secretary.

- 13.7 Notice of the Annual General Meeting and of any General Meeting shall be given to Members by the Secretary placing a notice thereof on the Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting or General Meeting.
- 13.8 The chairperson of the Annual General Meeting must allow a reasonable opportunity for Members as a whole at the meeting to ask questions about or make comments on the management of the Golf Club.

14. **QUORUM FOR GENERAL MEETINGS**

- 14.1 No business shall be transacted at any general meeting of the Golf Club unless a quorum of members is present.
- 14.2 At any general meeting of the Golf Club ten (10) Members present in person and eligible to vote shall be a quorum.
- 14.3 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Golf Management Committee may determine provided that the meeting shall not be adjourned for more than fourteen (14) days.
- 14.4 If at any meeting adjourned pursuant to Rule 14.3 a quorum is not present, the Members present shall be a quorum and may transact any business for which the meeting was called.

15. **PROCEDURE AT GENERAL MEETINGS**

- 15.1 The Chairperson of the Golf Management Committee referred to in Rule 8.4(w) shall be entitled to take the chair at every general meeting. If that person is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Members present shall elect a member of the Golf Management Committee or one of their number to preside as chairperson of the meeting.
- 15.2 Except as otherwise provided in these Rules the procedure of general meetings shall be as determined by the Golf Management Committee from time to time.
- 15.3 Every question submitted to a general meeting shall be decided by a simple majority of votes from those Members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- 15.4 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be

taken forthwith.

- 15.5 A demand for a poll may be withdrawn.
- 15.6 At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Golf Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 15.7 A person shall not:
- (a) Attend or vote at any general meeting of the Golf Club or of the Golf Management Committee or of any committee thereof; or
 - (b) Vote at any election including an election of a member or of the Committee
- as the proxy of another person.
- 15.8 The chairperson of a general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place provided that the meeting shall not be adjourned for more than fourteen (14) days.
- 15.9 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.10 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 15.11 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. **MINUTES**

- 16.1 The Golf Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Golf Club; and
 - (b) proceedings and resolutions of meetings of the Golf Management Committee of the Golf Club (including meetings of a sub-committee).
- 16.2 The Golf Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting.
 - (b) minutes of the passing of a resolution without a meeting are signed by a Golf Management Committee member within one (1) month of the date on which the resolution is passed.

- 16.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

17. **BOOKS AND RECORDS**

- 17.1 The Golf Management Committee shall cause:
- (a) books of account with respect to the finances received and disbursed by the Golf Management Committee to be kept in accordance with directions from the Board.
 - (b) records to be kept in accordance with directions from the Board.
 - (c) to be prepared and submitted to the Board on a monthly basis a statement of the finances received and disbursed by the Golf Management Committee.
- 17.2 The books of account of the Golf Club shall be audited each year by the Club or the auditor of the Club.
- 17.3 The books and records of the Golf Club shall be available for inspection by the CEO, the Secretary of the Golf Club and the Golf Management Committee at all times.

18. **ALTERATION OF RULES**

- 18.1 Subject to Rule 18.2, these Rules may be altered or amended by a resolution passed by a simple majority vote of the Members present and entitled to vote at an Annual General Meeting or at a general meeting convened for that purpose.
- 18.2 No alteration or amendments to these Rules shall be submitted to a general meeting of the Golf Club unless it has been approved by the Board of the Club before being so submitted.

19. **SECTIONS**

- 19.1 Subject to the approval of the Board, the Golf Management Committee may permit the creation of sections amongst members to:
- (a) organise golfing competitions and events;
 - (b) affiliate with golfing bodies and organisations.