

DEVONPORT
COUNTRY CLUB

**BY-LAWS
OF
THE DEVONPORT COUNTRY CLUB LTD**

Australian Company Number (ACN) 009 477 301
Australian Business Number (ABN) 35 009 477 301

A company limited by guarantee

- 1 THESE BY-LAWS are made pursuant to paragraph 57 of the Constitution.

INTERPRETATION

2. Word and phrases in these By-laws shall have the same meaning as defined in the Constitution unless these By-laws by definition change the meaning of those words and phrases or add additional definitions.

VARIATION OF BY-LAWS

- 3 These By-laws can be repealed and replaced (in whole or in part) or varied at any time and from time to time by a resolution of the Board pursuant to the powers contained in the Constitution. The resolution may be passed by simple majority of the Directors then present.

RELATIONSHIP TO CONSTITUTION

4. These By-laws are made pursuant to the provisions of the Constitution, however, they do not form part of the Constitution. The By-laws are binding on all members to the same extent as are the provisions of the Constitution binding on all members.

INCONSISTENCIES

5. Where the provisions of these By-laws are found to be inconsistent with the provisions of the Constitution or the provisions of the Act then, to the extent of the inconsistency only, the provisions of the Constitution or Act shall prevail.

BREACHES

6. Where any member is in breach of any of the provisions of these By-laws then, subject to a contrary decision by the Board, the breach shall be dealt with in accordance with the disciplinary provisions appearing later in these By-laws.

EFFECTS OF AMENDMENTS

7. Once the Board passes a resolution by simple majority which either expands, repeals, makes new, amends or otherwise varies ("By-law Amendments") all or any one or more of the By-laws then the By-law Amendments shall be binding on all members of the Corporation.

CLASSES OF MEMBERSHIP

8.1. Each category of membership referred to in the Constitution shall be divided into the following classes:

Ordinary member's classes	Special member's classes
Golf Member	Country club social member
Golf-65 years or older plus 20 years of golf membership at the Devonport Golf Club and the Club	Golf – interstate member
Golf – 65 years or older.	Golf – Junior member under 18 years
Golf – couple's members	Bowls – junior member
Golf – country member	Croquet – junior member
Golf – aged 31 – 32 years	
Golf – aged 26-30 years	
Golf – aged 23-25 years	
Golf – aged 19 – 22 years	
Golf – lifestyle member V1	
Golf – lifestyle member V2	
Golf – junior member aged 18 years	
Bowls - full member	
Bowls – lifestyle member	
Bowls – junior member aged 18 years	
Croquet - full member	
Croquet – junior member aged 18 years	
Life member	

8.2 Until varied by the Board, the rights attaching to each class of membership shall be as set out in this clause 8.2.

- a) All ordinary financial members of the Company are entitled to vote at any general meeting.
- b) A Country Club Social Member with no sport affiliation shall have unrestricted access to all company facilities except sporting facilities.
- c) Ordinary Members - Sport
An Ordinary Member of each class, and Interstate Golf Members and all Junior Members are entitled to unrestricted access to all facilities of the company pertaining to that member's sport and to the club house plus preferential green fee when playing alternative/additional sport.
- d) Junior Membership – Sport
Junior Members in the special class are not eligible to vote or hold office. Juniors will be members of all sections automatically but will need to register with each sport.
- e) Lifestyle Member (Bowls)
A Lifestyle Bowls Member is not eligible to play pennant bowls.

- f) Lifestyle Member (Golf)
A Lifestyle V1 Member is not permitted to play competition golf and a Lifestyle V2 Member is permitted to play only 12 competition rounds in any subscription year.
- g) There is no Membership Category for use of the Indoor Centre. Use of this facility will be on a pay for play basis. There will be a scaled green fee based on membership status to be decided by the Board of Directors when fees are set.
- h) Life Members
Life Members may enjoy all the privileges of an ordinary member of any class and in addition shall be excused from paying any annual membership subscription fee.

8.3 The Board may modify the classification for membership, and the rights attaching to each class, from time to time and must notify the membership of any such modification.

SUBSCRIPTION FEES

The Board shall at the commencement of each membership year set the subscription that is applicable to each class of membership for that year and each member must pay to the company the subscription fee appropriate to that classification.

CRITERIA FOR MEMBERSHIP OF ALL CLASSES

9. All ordinary and special members and temporary members (as referred to in the Constitution and these By-Laws) must have at the time of their admission to Membership of the Company and must, while they remain members, act in the best interests of the Company and in compliance with the Code of Conduct.

ADDITIONAL CRITERIA WITH RESPECT TO SOME CLASSES OF MEMBERSHIP

10. Life Membership can only be bestowed on a person by the Board in its absolute discretion and may only be granted to a person who has in the opinion of the Board rendered special and outstanding services to the company.

ADDRESS OF MEMBERS

11. Members of all classes shall from time to time communicate their residential addresses or change of addresses to the Secretary and advise him or her as soon as practicable after any change of address occurs. In lieu of a residential address a member may provide a postal address. For the better administration of the Company and in the interests of each member, where a member has an e-mail address that address must also be furnished to the Secretary together with any changes in that address so soon as practicable after those changes occur.

TEMPORARY MEMBERS

12. Temporary Members are persons who have been granted provisional membership pending a decision from the Board on their Membership application after having paid the relevant entrance fee and any annual subscription and other fees and charges which the Board may require to be paid at the time of an Application for Membership. Temporary Members shall have the same privileges as other members within the same class as applied for, excluding the right to vote, the right to hold office and the right to attend meetings. A person shall cease to be a Temporary Member immediately upon the decision of the Board on the Application for Membership or where the Board determines to terminate a Temporary Membership.

ESTABLISHMENT OF ADMINISTRATIVE COMMITTEES

13. The Board may at its discretion establish committees and sub-committees for the better administration of the Company and for the benefit of members generally. The committees may be standing or temporary. The standing Committees established under the provision of this By-law are:
 - a) the Finance Committee.
 - b) the Review and Strategic Plan Committee.
 - c) the Risk Committee.
 - d) the Marketing Committee.
 - e) the Sponsorship Committee.
 - f) the Golf Committee.
 - g) the Bowls Committee.
 - h) the Croquet Committee.
 - i) the Fundraising Committee.
 - j) the Membership Committee.
 - k) the Work Health and Safety Committee.

14. Temporary Committees may be established for specific purposes.

TERMS OF REFERENCE

15. The Board shall set or approve the terms of reference for each committee which may be amended by the Board as it deems fit, and which must be reviewed by the Board not less than every three years.

GENERAL PROVISIONS PERTAINING TO ALL COMMITTEES

16. The following provisions shall apply to all committees:
- a) all members to the committees must be appointed or ratified by the Board.
 - b) all the committees must report to the Board at the times and in the manner as may be stipulated by the Board.
 - c) proxies will not be allowed at a meeting of committees.
 - d) a committee may only exercise the powers and functions allotted to it;
 - e) the appointment of each person as a member of a Committee under these By-Laws shall be reviewed by the Board after such person has completed a term of three years on such Committee and the Board in its discretion may renew such appointment for a further period of three years.
 - f) in approving the appointment of a person to a Committee the Board must consider the objects of such Committee and the mix of experience, skills and commitment that will benefit the operation of the Committee.

DRESS REGULATIONS

- 17 The dress regulations for the Company shall be determined by the Board and may be reviewed by it from time to time. A member or a member's guest who does not comply with the dress regulations may be refused entry to the club house or to the golf course or, if already in the Club house or on the golf course may be requested to leave by a Director, the General Manager or one of the staff personnel having the Director's authority.

POLICIES AND PROCEDURES

18. The Board may from time to time approve various policies and procedures that relate to members rights, responsibilities, and obligations. Examples of such policies include, but are not restricted to, a complaints policy, a code of conduct, a disciplinary policy, a dress code and policies pertaining to the use of sporting facilities and equipment. These policies shall be communicated to the members and each member must comply with their terms.

19. ELECTION OF DIRECTORS

The following provisions apply to the election of Directors pursuant to the Constitution:

- a) A member shall not be eligible for election as a Director unless his or her nomination pursuant to clause 33.4(b) of the Constitution, and his or her consent under clause 33.4(c) are given in writing and lodged with the General Manger not less than fourteen days before the general meeting at which Directors are to be elected.