

**Catalina Country Club Ltd
By-law Number 21
Standing Orders**

Approved BOD 18.6.10

Previously considered at BOD: NA

Replaces: 28/06/2018

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Persons Affected: All Members

Effective: 28/09/2022

Section A – Definitions

Secretary and Secretary to the Board – the General Manager or deputy.

Section B – Policy Statement

Quorum at General Meetings

1. When a resolution at a General Meeting is to be voted upon by a restricted portion of the Membership, the standard quorum as defined in section 88(b) of the Constitution applies to the portion which is voting.

Proposing and Seconding at Meetings

2. A Resolution scheduled by the Board to be determined at a General Meeting will be debated but not amended at the meeting other than to correct spelling, syntax and logic. At the meeting the Chair will move its acceptance without need of a seconder.
3. A resolution for a General Meeting that has been proposed by a group of members under section 249N of the Corporations Act 2001 requires a proposer and seconder at the meeting.
4. Resolutions recommended to the Board in the minutes of a constituted Committee of the Club will be moved by the Chair of that Committee or their deputy, and do not require a seconder. These resolutions will be debated and may be amended.
5. Resolutions scheduled for consideration in the Agenda of the Board, or moved by a Director during a meeting of the Board, will be moved by their author or their deputy and will require a seconder in order to proceed to debate, possible amendment and vote.
6. Motions proposed for out-of-meeting resolution of the Board (Constitution section 79) must be proposed by the President, the Vice-President if the President is on leave, or by an appointed deputy for them, and seconded by another Director. (see also section 14)
7. Proposers and seconders of resolutions are not bound to vote for them.

Undertakings for Board Candidates

9. Eligibility for election or appointment to the Board of Directors (which is the governing body of the Club) will always be dependent upon the candidate making the Statutory Declaration which is appended to the Club's "Directors' Code of Conduct". This is to be done
 - (a) at the time of nomination of any candidate for election to the Board, or
 - (b) prior to a member joining the Board by invitation to fill a casual vacancy, or
 - (c) prior to a Member being appointed to a Directorship pursuant to section 31 of the Registered Clubs Regulations 2015, or
 - (d) at the time of a Member being nominated for Directorship to replace an existing Director who may be voted out of office at a General Meeting, or,
 - (e) in the case of a candidate nominated from the floor of a biennial general meeting because of a persisting vacancy after a Board election (section 58 (f) of the Constitution), within two weeks of the meeting.
10. Members who are appointed to Committees of the Club, or who are attending a Board Meeting either as an observer or as an advisor, can only take their place after signing a pledge to complete confidentiality.

Electioneering in Board Elections

11. In addition to their personal resume circulated with the ballot papers, candidates for election to the Board will be permitted a short statement on their attitudes to current issues within the Club, not to exceed 600 words. For this, and for a resume, the Secretary has the right to edit the text to remove defamation and provable error, in consultation with the candidate. All such statements will be posted simultaneously on the Club Notice Board when the list of candidates is published, and may also be made available in the Members' section of the Club's website. No other form of electioneering will be allowed anywhere within the boundaries of Club property. Casual conversation will not be considered to be electioneering. The Board may if it wishes arrange a meeting open to all Members at which any nominated candidate may speak in support of their candidacy, for a designated time. Such a meeting will be moderated by the Secretary.

The Premises of the Club

12. The Board interprets "the premises of the Club" to be the building that is the "licensed premises" of the Club according to the Liquor Act. This is taken to mean the Clubhouse, but not the Golf Shop, rest rooms and changing rooms that are accessible from the exterior of the Clubhouse, the Sports Lounge, or the Course. Notwithstanding the fact that for the purposes of the Liquor Act there is an area of jurisdiction some 50 metres wide surrounding the Clubhouse, the effect of this definition is that non-members who use the Course and these ancillary areas are not required to obtain Temporary Membership or Provisional Social Membership in order to enjoy those areas. They are obliged to do so once they enter the licensed premises.

Note 1: The "defined premises" in *The Registered Clubs Amendment Act 2006 No 103 amended, section 41* is taken to mean the same as "licensed premises"

Note 2: This paragraph does not apply to members of the public who are attending a registered event within the Clubhouse. They are permitted entry only to access the function concerned.

Out-of-meeting resolutions of the Board (Constitution 79)

13. If not all of the eligible Directors have voted on an out-of-meeting resolution by 7 days after the motion was put, it will be deemed to be withdrawn. Prior to this, the resolution may be withdrawn before completion of the vote, by the President or their deputy.
14. The resolution will be disseminated to the Directors and to the Secretary by the proposer (see section 6). Eligible Directors must register their vote with the proposer using the same electronic medium as that used to disseminate the proposal, and without undue delay.

Board Meetings without notice

15. An informal gathering of the entire Board may be transformed into a formal meeting provided all members of the Board are present and all agree to it. The Secretary should be informed and should attend if available.

Member Meeting Governance

16. The order of importance of factors that govern a meeting of the members of the Club, including the Board of Directors and Committees that are answerable to the Board, is:
 1. statute law
 2. the Club's constitution
 3. the Club's standing orders
 4. resolutions passed by the Club
 5. common law
 6. custom of the Club
 7. custom of other Clubs
 8. rulings by the Chair.

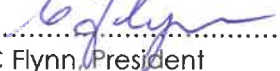
After Renton N: A Guide for Meetings and Organisations : Volume 2, 2005.

Directors Exchange of Rank

17. The Board may by Resolution, after the express and minuted consent of the parties concerned, exchange the rank of any pair of Directors. The remaining length of term of each will be that of the particular rank to which the individual has been transferred, in order to preserve the effects of the Triennial.

("express" means that the Director has either voiced their consent at the meeting or has made a written communication to that end which has been tabled at the meeting.)

("particular" ensures that if a Director is transferred to an Ordinary rank their term is that of the individual who has been transferred out of it.)

Authenticated  on this day 28.09.2022
C Flynn, President