

CONSTITUTION OF
WESTWARD HO GOLF CLUB INC.

Incorporated under the *Associations Incorporation Act 1985 (SA)*

ADOPTED SEPTEMBER 2021

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a) **act** means the *Associations Incorporation Act 1985 (SA)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the club;
- b) **board** means committee, as defined in the Act;
- c) **by-laws** means the bylaws of the club;
- d) **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office;
- e) **club** means Westward Ho Golf Club, the incorporated association to which this constitution applies;
- f) **clubhouse** means the whole of the building which houses the members' locker rooms, bars, lounges, foyers and offices and other areas within the leasehold property and surrounds, and such other areas declared by the board;
- g) **constitution** means rules as defined in the Act;
- h) **expenditure** is the use of funds (or the incurring of a liability) to purchase fixed assets which have a useful life of more than one year;
- i) **General Meeting** means a meeting of the club's eligible voting members and includes Annual General Meetings, and special General Meetings;
- j) **majority** means more than half of all eligible voting members present and voting at a board meeting or a General Meeting;
- k) **member** means a person who has been duly accepted as such by the board in accordance with this constitution and who has paid any fees and levies due to the club;
- l) **nomination fee** means a fee payable to the club upon submission of an application for membership;
- m) **rules of golf** means the R&A and USGA Rules of Golf;
- n) **signed** means agreed in writing;
- o) **special resolution** means a resolution that is passed at a General Meeting by the votes of at least two thirds of the members who are present and voting;
- p) **Standing Committee** means the three Standing Committees being the Match Committee; the Clubhouse and Social Committee; and the Women's Committee;
- q) **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the incorporated club and the costs, charges and expenses of the winding-up;

- r) **subscription fee** means a fee payable to the club for the receipt of membership rights and privileges;
 - s) **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural and vice versa where context requires or permits.

1.2. Name

- 1.2.1. The name of the incorporated association is Westward Ho Golf Club.

1.3. Associations Incorporation Act 1985 (SA)

- 1.3.1. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the club on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the club are to:
 - a) foster, encourage, promote, support and manage the game of golf;
 - b) ensure members abide by the rules regulating the conduct of golf as set out in the rules of golf except insofar as they are modified by local rules;
 - c) foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
 - d) ensure that all members receive equal treatment and access;
 - e) establish and maintain facilities and amenities for the benefit, social comfort and advancement of golf, the club, its members and visitors;
 - f) affiliate with Golf Australia, Golf South Australia and such other bodies as the club deems fit;
 - g) adopt and abide by member protection provisions as adopted by the club;
 - h) ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the club;
 - i) do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. For the purpose of carrying out its objects, the club has the legal capacity and powers of an individual.
- 2.2.2. The club may, subject to the Act and this constitution:
 - a) acquire, hold, deal with and dispose of any real or personal property; and
 - b) administer any property on trust; and
 - c) open and operate financial institution accounts; and
 - d) invest its moneys; and
 - e) borrow money upon such terms and conditions as the board thinks fit; save that in all contractual arrangements except for the payment of fees for members' playing rights to the West Beach Trust, the board shall not incur a liability to the club in excess of \$75,000 for any one item in any one financial year without the approval of the members at a General Meeting; and
 - f) give such security for the discharge of liabilities incurred by the club as the board thinks fit; and
 - g) appoint agents to transact any business of the club on its behalf; and
 - h) enter into any other contract it considers necessary or desirable; and
 - i) do other things necessary or convenient to be done in carrying out its affairs.

3. The Board, Standing Committees and delegation

3.1. Membership of board

- 3.1.1. The board comprises the following positions:
 - a) Club President;
 - b) Women's President;
 - c) Women's Captain;
 - d) Men's Captain;
 - e) Chair of Clubhouse and Social Committee;
 - f) Two (2) Board Members; and
 - g) such other numbers of Board members, as determined by the Board, that the club members elect at a General Meeting.
- 3.1.2. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the club for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- 3.1.3. A person is not eligible to be a board member if they are an employee of the club or have served as an employee of the club within the preceding three years.
- 3.1.4. A person is not eligible to be a board member if they are a member of a committee of any other golf club.

3.2. Terms of office

- 3.2.1. The term of office for board members is two (2) years.
- 3.2.2. Board members shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the second Annual General Meeting following their election, but are eligible, on nomination, for re-election.
- 3.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, where approximately one half of the board members retire in each year.

3.3. Functions of board

- 3.3.1. The business of the club is to be managed by or under the direction of the board.
- 3.3.2. The board must take all reasonable steps to ensure that the club complies with its obligations under the Act and this constitution.
- 3.3.3. Subject to this constitution, the board has the general control and management of the administration of the affairs, property, and funds of the club.
- 3.3.4. The board may exercise all the powers of the club except those powers that may only be exercised at a General Meeting in accordance with the Act or this constitution.
- 3.3.5. The board has power to enforce the observance of all clauses in this constitution and any by-laws made by the board.

3.4. Standing Committees of the Board

- 3.4.1. There shall be three Standing Committees (the three standing committees) with the following functions;
 - a) THE CLUBHOUSE AND SOCIAL COMMITTEE;
 - b) THE MATCH COMMITTEE; and
 - c) THE WOMEN'S COMMITTEE
- 3.4.2. The functions, responsibilities, and membership of the standing committees is set out in the by-laws;
- 3.4.3. Each of the standing committees shall be represented as follows:
 - a) The Clubhouse and Social Committee shall be presided over by the Clubhouse and Social Chair
 - b) The Match Committee shall be presided over by either the Men's Captain or Women's Captain;

- c) The Women's Committee shall be presided over by the Women's President.
- 3.4.4. All standing committee members shall be elected at the Annual General Meeting for a period as detailed in the by-laws.
- 3.4.5. Standing committees shall meet at least eleven (11) times annually.
- 3.4.6. Minutes of each standing committee meeting shall be recorded.

3.5. Delegation

- 3.5.1. The board may delegate any of its powers and authorities, duties, and functions to any person or to any subcommittee except:
 - a) the power to delegate; and
 - b) a function that is a duty imposed on the board by the Act or by any other law.
- 3.5.2. Where the board makes a delegation under 3.5.1, the board will capture the terms of reference of that delegation in the minutes of the board meeting at which the delegation is resolved
- 3.5.3. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

3.6. Acts not affected by defects or disqualifications

- 3.6.1. An act performed by the board, a standing committee, a subcommittee, or a person acting under the direction of the board is taken to have been validly performed.
- 3.6.2. Clause 3.6.1 applies even if the act was performed when:
 - a) there was a defect, informality, or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
 - b) there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or General Meeting that was not discovered until after the conclusion of that meeting; or
 - c) a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

4. Election, appointment, and vacancies on the board

4.1. Electing the board

- 4.1.1. A board member may only be elected as follows:
 - a) the General Manager calls for nominations for board positions when notice is given of the Annual General Meeting in accordance with rule 8.3;

- b) any two members of the club, who are eligible to vote at General Meetings, may nominate an eligible member (the candidate) to serve as a board member;
 - c) nominations must be:
 - i) in writing;
 - ii) in the approved form;
 - iii) signed by the candidate and the members who nominated them; and
 - iv) given to the General Manager at least 14 days before the Annual General Meeting.
 - d) a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the club for at least seven days immediately preceding the Annual General Meeting.
 - e) if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot.
 - f) each member present and entitled to vote at the Annual General Meeting may vote for one candidate for each vacant position on the board. Any equality in voting is resolved as follows:
 - i) if there are two candidates and both candidates receive an equal number of votes, voting is determined by casting vote of the meeting Chairperson;
 - ii) if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by casting vote of the meeting Chairperson.
 - g) if there is only one candidate for a vacant board position, the candidate is declared elected.
 - h) if, at the start of the Annual General Meeting, there are no candidates nominated for any vacant board position, nominations for that position may be taken from the floor of the meeting.
- 4.1.2. A member may be a candidate only if the person:
- a) is eligible to be elected as a board member under the Act;
 - b) has not served as an employee of the club within the preceding three years; and
 - c) has been a member for a minimum of one year at the time of the nomination.

4.2. Resignations of board members

- 4.2.1. A board member may resign from the board by giving written notice of resignation to the General Manager.
- 4.2.2. The resignation takes effect at:
 - a) the time the notice is received by the General Manager; or
 - b) if a later time is stated in the notice, the later time.

4.3. Vacancies on the Board

- 4.3.1. The office of a board member may be vacated, and a casual vacancy thereby created, if that person:
 - a) dies; or
 - b) ceases to be a member of the club; or
 - c) becomes disqualified from being a board member under the Act; or
 - d) fails to disclose the nature of any material personal interest as required in rule 5.4; or
 - e) becomes 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; or
 - f) is absent from three consecutive board meetings without leave of the board; or
 - g) becomes an employee of the club; or
 - h) is convicted of an indictable offence or is made bankrupt; or
 - i) does not agree to undergo a criminal history check or is disqualified as a result of such a check; or
 - j) does not otherwise comply with the requirements of this constitution.
- 4.3.2. A board member has no right of appeal against their removal from office under this clause.
- 4.3.3. Any board member who has their membership of the club terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 4.3.4. Clause 4.3.3 does not apply in the case of any decision of the board to terminate or suspend a member's membership, which is subsequently set aside by the appeals panel.
- 4.3.5. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the club to fill the vacancy until the next Annual General Meeting.
- 4.3.6. Where a position is opened for nominations as a result of a casual vacancy, the nomination will be to fill the remainder of the original term that was made vacant.

- 4.3.7. If the number of board members is less than the number fixed under clause 5.3.1 as a quorum of the board, the continuing members of the board may act only to:
- a) increase the number of board members to the number required for a quorum;
or
 - b) call a General Meeting of the club.

5. Meetings of the board

5.1. Board meetings

- 5.1.1. The board may meet for the transaction of business, call, adjourn and otherwise regulate its meetings as it thinks fit, provided that the board will meet at least once a month.
- 5.1.2. The board may hold meetings or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 5.1.3. A board member who participates in the meeting as mentioned in clause 5.1.2 is taken to be present at the meeting.
- 5.1.4. A question arising at a board meeting is to be decided by a majority vote of board members present and voting at the meeting and, if the votes are equal, the question is decided by casting vote of the Chairperson.
- 5.1.5. The Club President is to preside as Chairperson at a board meeting.
- 5.1.6. If there is no Club President or if the Club President is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as Chairperson at the meeting.

5.2. Minutes of board meetings

- 5.2.1. The General Manager must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 5.2.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed at the next board meeting by the Chairperson of that meeting, verifying their accuracy.
- 5.2.3. Minutes of board meetings are not available for inspection, other than by board members.

5.3. Quorum for, and adjournment of, board meeting

- 5.3.1. At a board meeting, a majority of the members elected to the board as at the close of the last General Meeting of the members form a quorum.
- 5.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
 - a) the meeting is to be adjourned for at least one day; and

- b) the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 5.3.3. If, at an adjourned meeting mentioned in clause 5.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting can proceed with the board members present but decisions made must be confirmed at the next board meeting where a quorum is present.

5.4. Register of board members' interests

- 5.4.1. If a board member has a material personal interest in a matter that relates to the affairs of the club:
- a) the board member must declare the interest;
 - b) the board member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
 - c) the club cannot avoid the transaction merely because of the existence of the interest;
 - d) the interest must be recorded in the minutes of the board meeting at which the disclosure is made.
- 5.4.2. Clause 5.4.1 only applies where a material conflict of interest exists.

6. Membership

6.1. Categories of membership

- 6.1.1. The membership of the club consists of the following categories:
- a) CLUB MEMBERS:
 - i) Any person over the age of 18 years can apply for Club membership;
 - ii) Club members will pay an annual subscription fee in accordance with rule 6.3;
 - iii) Club members are eligible to vote in general meetings and, subject to rules 3.1.3 and 3.1.4, are eligible to hold office.
 - b) LIFE MEMBERS:
 - i) Life membership may be offered to any member who, on recommendation of the Board, has rendered distinguished service to the Club as a member.
 - ii) Life Members shall be entitled to the same rights and privileges of a Club Member, and save for the payment of annual subscription fees, be subject to the same obligations as a Club Member.
 - iii) Life members will be elected by passing a resolution at an Annual General Meeting with a majority of eligible voting members present at the meeting.
 - iv) The number of life members shall be determined by the discretion of the board.
 - c) SOCIAL MEMBERS:

- i) Any person who does not play competition golf at the Club may apply to the Board for Social Membership;
- ii) Social members will pay an annual subscription fee in accordance with rule 6.3;
- iii) Social Members shall not have voting rights and are not eligible to hold office.

d) JUNIOR MEMBERS:

- i) Any person over the age of twelve (12) years and under the age of eighteen (18) years may be a Junior member upon payment of a subscription fee. Each Junior member shall pay an annual subscription fee in accordance with rule 6.3.
- ii) Junior members shall not have voting rights and have no eligibility to hold office.
- iii) Persons under the age of 12 years may make application to the Board for approval to be admitted to the Club as a Junior member providing: The student has been recommended in writing by a professional golf coach as being sufficiently skilled to obtain a handicap; The parents or guardians accept full responsibility for membership fees, safety and well-being; and the student demonstrates a keenness and aptitude for the game of golf.

- 6.1.2. The board shall have the power to limit the number of members in any category of membership from time to time.
- 6.1.3. The board may, on the written application of a member who has the qualifications for, and wishes to become, a member of a different category of membership, transfer that member from any category of membership to another category of membership. The board may, at its absolute discretion, make an adjustment in the nomination fee and subscription fee paid or payable by that member so transferred for the membership year in which the transfer takes place.
- 6.1.4. A right, privilege or obligation which a person has by reason of being a member of the club is not capable of being transferred or transmitted from one person to another person.

6.2. Patrons

- 6.2.1. One or more patrons may be nominated by the board and appointed by the members present and appointed by majority vote at an Annual General Meeting.
- 6.2.2. At each Annual General Meeting of the club, any patron is deemed to have retired from their position, but is eligible, on nomination by the board, for re-appointment.
- 6.2.3. A patron is not entitled to vote at General Meetings of the club and is not eligible for election to the board, unless they are also an otherwise eligible member.

6.3. Subscription fees, nomination fees and levies

- 6.3.1. The subscription fees and nomination fees for each category of membership, other than life membership, are:
 - a) the amounts decided by the board; and
 - b) payable when, and in the way, the board decides.
- 6.3.2. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit.
- 6.3.3. A member who has any subscription fee, nomination fee, other fee or levy in arrears for a period of one month may have their membership suspended until the outstanding fees or levies are paid in full.

6.4. Application for membership

- 6.4.1. An application for membership must be:
 - a) in writing; and
 - b) in the form decided by the board; and
 - c) accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.
- 6.4.2. A person who has submitted an application, may play at the club as a visitor, until they are notified of the outcome of their application.

6.5. Admission and rejection of new members

- 6.5.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a) the application for membership; and
 - b) the appropriate nomination fee for the application.
- 6.5.2. The board must decide at the meeting, in its absolute discretion, whether to accept or reject the application.
- 6.5.3. If a majority of the board members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the category of membership applied for, subject to any waiting period.
- 6.5.4. If the board decides to reject an application, the General Manager of the club must, as soon as possible, give the applicant notice of the decision in a manner determined by the board.
- 6.5.5. If a person's application for membership is rejected, the General Manager must, as soon as possible, refund any nomination fee paid by the person.
- 6.5.6. The General Manager shall promptly forward to every admitted applicant an account for payment of subscription fees and will enter the details required in 3.7, in the register of members.

6.5.7. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

6.6. Membership renewal and re-joining

6.6.1. Membership renewal is automatic upon payment of subscription fees and levies in accordance with clause 6.3.

6.6.2. Upon renewal a member must provide details of any change in their personal details, and any other information reasonably required by the club.

6.6.3. A member who has resigned from the club or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the club. The board has the right to determine what, if any, nomination fee is required of a member re-joining under this clause.

6.7. Register of members

6.7.1. The General Manager must keep a register of members of the club.

6.7.2. The register must include, where applicable the following particulars for each member:

a) the full name of the member;

b) the postal or residential address of the member;

c) the email address of the member, if available;

d) the phone number of the member;

e) the details of at least one emergency contact, including:

i) Full name; and

ii) Phone number

f) the date of admission as a member;

g) the date of death or time of resignation of the member;

h) details about the termination or reinstatement of membership;

i) any other particulars the board or the members at a General Meeting decide.

6.7.3. Having regard to privacy and confidentiality considerations, inspection of the register may be available to members of the club upon request of, and at the discretion of the General Manager.

6.7.4. Subject to the Act, confidentiality considerations and privacy laws, the register of members shall be used solely to further the objects of the club, as the board considers appropriate.

6.8. Resignation of a member

6.8.1. A member may resign from the club by giving a written notice of resignation to the General Manager.

- 6.8.2. The resignation takes effect at the time the notice is received by the General Manager or if a later time is stated in the notice, the later time.

7. Member Protection

7.1. Procedure

- 7.1.1. All members will be subject, and submit unreservedly, to the procedures, penalties, and appeal mechanisms of the Club set out in any policy intended to protect the interests of members, as adopted by the club.
- 7.1.2. The Board may commence, or cause to be commenced, investigatory or disciplinary proceedings in accordance with the Member Protection Policy, where the Board considers that a Member has allegedly:
- a) breached, failed, refused or neglected to comply with a provision of this constitution, the club's by-laws or any policy, resolution or determination of the board or any duly authorised subcommittee;
 - b) refused to support the objects of the club;
 - c) acted in a manner unbecoming of a member, or prejudicial to the character and interests of the club;
 - d) brought themselves, the club, any other member or the sport into disrepute; or
 - e) been found guilty of an indictable offence.
- 7.1.3. Without limiting rule 7.1.2, the board will not commence, or cause to commence, investigatory or disciplinary proceedings in accordance with this section for infractions against the rules of golf or the actual conduct at golf events. These will be managed by the Match Committee.

8. Meetings of members

8.1. Annual General Meetings

- 8.1.1. The club's Annual General Meeting must be held:
- a) at least once each year; and
 - b) within four months after the end date of the club's financial year.
- 8.1.2. The following business must be conducted at each Annual General Meeting of the club:
- a) receiving and adopting the club's financial statement, and audit report (if required), for the last reportable financial year;
 - b) electing board members;
 - c) electing standing committee members;
 - d) appointing an auditor (if required) for the present financial year;
 - e) appointing one or more patrons;

f) any other business, as determined by the board.

8.2. Special General Meetings

8.2.1. The General Manager must call a Special General Meeting by giving each member of the club written notice of the meeting within 7 days after:

a) being directed to call the meeting by the board; or

b) being given a written request signed by at least 60 members of the club who are entitled to vote at Special General Meetings

8.2.2. A request mentioned in clause 8.2.1 must state any proposed resolution to be considered at the Special General Meeting.

8.2.3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

8.3. Notice of General Meetings

For the purposes of this section, **General Meeting** includes an Annual General Meeting or Special General Meeting, unless indicated otherwise:

8.3.1. The General Manager must give written notice of any General Meeting to each member of the club at least 21 days before the date of the General Meeting.

8.3.2. A General Meeting must be held within 28 days after the General Manager is directed or requested to call the meeting as mentioned in clause 8.2.1.

8.3.3. If the General Manager is unable or unwilling to call the General Meeting, the Club President must call the meeting.

8.3.4. Notice of a General Meeting must:

a) state the business to be conducted at the meeting; and

b) specify the date, time and place for the meeting;

c) where the business to be conducted at a General Meeting includes consideration of a proposed special resolution, the notice must state in full the wording of the proposed special resolution.

8.4. Quorum for, and adjournment of, General Meetings

8.4.1. The quorum for a General Meeting is at least 30 of the club's members who are entitled to vote.

8.4.2. No business may be conducted at a General Meeting unless there is a quorum of members.

8.4.3. If the required quorum is not present within 30 minutes from the time fixed for a General Meeting, the meeting:

a) if called upon the request of members under clause 8.2.1.b), lapses; or

b) in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the board specifies.

- 8.4.4. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may only transact the business for which the meeting was called.
- 8.4.5. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.6. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 21 days or more.

8.5. Procedure at General Meetings

- 8.5.1. An eligible voting member may take part and vote in a General Meeting in person
- 8.5.2. In the event that restrictions are in place which significantly limit or restrict in person attendance at a General Meeting, the Club may host the meeting in an online forum only.
- 8.5.3. A member who participates in a meeting as mentioned in clause 8.5.2 is taken to be present at the meeting.
- 8.5.4. At each General Meeting:
 - a) the Club President is to preside as Chairperson; and
 - b) if there is no Club President or if the Club President is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be Chairperson of the meeting; and
 - c) if there is no board member present the members may choose one of their number to preside as Chairperson at the meeting; and
 - d) the Chairperson must conduct the meeting in a proper and orderly way; and
- 8.5.5. No business other than that stated on the notice of meeting may be conducted at a General Meeting.

8.6. Voting at General Meetings

- 8.6.1. At a General Meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 8.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided by casting vote of the meeting Chairperson.
- 8.6.3. A member is not entitled to vote at a General Meeting if the member has any subscription fee, nomination fee, other fee or levy in arrears at the date of the meeting.
- 8.6.4. A challenge to a member's right to vote at a General Meeting:
 - a) may only be made at the meeting; and

- b) must be determined by the Chairperson, whose decision is final.
- 8.6.5. The method of voting is to be decided by the board.
- 8.6.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the Chairperson must appoint at least two members to conduct the secret ballot in the way the Chairperson decides.
- 8.6.8. The result of a vote as declared by the Chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.6.9. The board shall not resolve to allow proxy voting for any resolution decided at a General Meeting.

8.7. Minutes of General Meetings

- 8.7.1. The General Manager must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each General Meeting are entered in a minute book, which may be in electronic format.
- 8.7.2. To ensure the accuracy of the minutes:
 - a) the minutes of each Annual General Meeting must be signed by the Chairperson of the next Annual General Meeting of the club verifying their accuracy; and
 - b) the minutes of each Special General Meeting must be signed by the Chairperson of the meeting at the conclusion of the meeting, verifying their accuracy.
- 8.7.3. If asked by a member of the club, the General Manager must, within 28 days after the request is made:
 - a) make the minutes for a particular General Meeting available for inspection by the member at a mutually agreed time and place; or
 - b) give the member a copy of the minutes of the meeting.

9. Public officer

9.1. Public officer

- 9.1.1. The club must have a public officer, who will be the General Manager of the club.
- 9.1.2. The club must within one month after any change in the identity or address of the public officer give notice to Consumer and Business Services containing prescribed particulars of the change.

10. General Manager

10.1. General Manager

- 10.1.1. The club must have a General Manager, who must be a natural person:
- 10.1.2. at least 18 years of age; and
 - a) ordinarily residing in Australia; and
 - b) not disqualified from managing a corporation.

10.2. Appointment of General Manager

- 10.2.1. A General Manager will be appointed following an application process and selection panel as determined by the board.
- 10.2.2. If a vacancy occurs in the office of General Manager, the members of the board must endeavour to appoint a new General Manager within 28 days after the vacancy occurs.
- 10.2.3. A person currently serving as a board member wishing to apply for the position of General Manager must resign their position prior at the time of submitting their application.

10.3. Powers, duties and authorities of General Manager

- 10.3.1. The General Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties, and authorities, as delegated to them by the board.
- 10.3.2. The exercise of those powers and authorities and the performance of those duties by the General Manager are subject at all times to the control of the board.

10.4. Removal of General Manager

- 10.4.1. Subject to any contract or legislation, the General Manager may be removed by the board on the grounds that they:
 - a) resign from office by notice in writing to the board. Such resignation shall take effect at:
 - i) the time the notice is received by the board; or
 - ii) if a later time is stated in the notice and is approved by the board, the later time; or
 - b) have been negligent in the discharge of their duties; or
 - c) conduct themselves in a way considered by the board to be injurious or prejudicial to the character or interests of the club; or
 - d) become disqualified from managing a corporation or being a responsible person for a legal entity; or
 - e) become 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; or

- f) are guilty of an indictable offence or are made bankrupt; or
 - g) do not otherwise comply with the requirements of this constitution.
- 10.4.2. Before the General Manager can be dismissed under clause 10.4.1, the board must:
- a) be satisfied that sufficient grounds exist to warrant the dismissal;
 - b) give details on the ground for dismissal to the General Manager, who shall be given full and fair opportunity to show cause why they should not be dismissed.

11. Finance

11.1. Funds and accounts

- 11.1.1. The funds of the club must be kept in one or more accounts in the name of the club in a financial institution decided by the board.
- 11.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 11.1.3. All amounts must be deposited in a financial institution account as soon as possible after receipt.
- 11.1.4. A petty cash account may be kept by the board, and the board must decide the amount of petty cash to be kept in any such account.
- 11.1.5. All expenditure must be approved or ratified at a board meeting.

11.2. Financial records, audit and annual return

- 11.2.1. The General Manager shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the club in accordance with the Act.
- 11.2.2. On behalf of the board, the General Manager must, as soon as possible after the end date of each financial year, ensure a financial statement for the club's last reportable financial year is prepared.
- 11.2.3. If required under the act, the board must ensure that the club's financial statement is audited by an auditor and presented to the Annual General Meeting for adoption.
- 11.2.4. If required under the act, the club shall lodge an annual return with Consumer and Business Services within six months after the end date of the club's financial year. Any such annual return must be accompanied by a copy of the financial statement, the auditor's report, the board's statement, and the board's report.

11.3. General financial matters

- 11.3.1. The income and property of the club must be applied solely towards the promotion of the objects of the club as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend,

bonus or otherwise by way of profit to or among the members of the club, provided that nothing herein prevents the payment in good faith of:

- a) remuneration of any person in return for services actually rendered to the club; or
- b) repayment for out-of-pocket expenses incurred on behalf of the club; or
- c) payment for sale or hire of goods or payment of rent for premises let to the club.

11.3.2. The club precludes the payment to an officer or employee of the club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the club or the receipts of the club for such liquor.

11.4. Financial year

11.4.1. The club's financial year will commence on 1 July and end on 30 June in each year.

12. Documents and legal

12.1. Documents

12.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the club.

12.2. Notices

12.2.1. A written notice may be given by the club to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the club.

12.2.2. Where a notice is sent by post:

- a) service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
- b) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

12.3. Alteration of constitution

12.3.1. Subject to the Act, this constitution may be amended, repealed, or added to, or a new constitution may be adopted, by a special resolution carried at a General Meeting requiring two-thirds majority of voting members.

12.3.2. If this constitution is amended, repealed, or added to, or a new constitution is adopted, the amendment, repeal, addition or new constitution comes into force at the time the special resolution is passed.

12.3.3. Any amendment, repeal or addition to this constitution or any new constitution must be registered with Consumer and Business Services within one month of the special resolution being passed.

12.4. By-laws

- 12.4.1. The board may make, amend, or repeal by-laws, consistent with this constitution, for the internal management of the club.
- 12.4.2. All by-laws made under this rule shall be binding on the club and its members.
- 12.4.3. A by-law may be set aside by a majority vote of members at a General Meeting of the club.

12.5. Common seal

- 12.5.1. The club shall have a common seal.
- 12.5.2. The name of the club must appear in legible characters on the common seal.
- 12.5.3. A document may only be sealed with the common seal by the authority of the board and the sealing must be witnessed by the signatures of two board members.
- 12.5.4. Every use of the seal shall be recorded in the minute book of the club, which may be in electronic format.

12.6. Liability and indemnity

- 12.6.1. A member of the club is not personally liable to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of a winding-up of the incorporated club, beyond the property of the incorporated club in the person's possession and the amount, if any, unpaid by the member in respect of membership of the club as required by clause 6.3.
- 12.6.2. The club will indemnify each board member, public officer, General Manager, other officer and employee against any liability incurred in good faith by the person in the course of performing their duties as an officer of the club.

12.7. Insurance

- 12.7.1. The club will pay, whether directly or through an interposed entity, a premium for a contract insuring a public officer, General Manager, board member or employee against liability that the person incurs as an officer of the club including a liability for legal costs.

13. Winding up

13.1. Procedure for Winding Up

- 13.1.1. The club shall only be wound up by special resolution requiring two-thirds majority of voting members at a special general meeting convened solely for that purpose.

13.2. Surplus assets on winding up

- 13.2.1. If upon winding up or cancellation of the club there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the club.

- 13.2.2. Any surplus assets must be given up or transferred to one or more other institutions that have objects similar to the objects of the club, specifically as to the promotion and advancement of golf and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the club under or by virtue of this constitution.
- 13.2.3. The institution or institutions will be determined by the members of the club at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable association.

14. Transitional Provisions

14.1. Adopting a new or amended Constitution

- 14.1.1. Upon the adoption of this Constitution, the Committee in Office, under the old Constitution of the Club, shall continue in office until the next Annual General Meeting, and until that time will continue to act in accordance with the old Constitution.
- 14.1.2. All positions on the Board of Management and on Standing Committees shall continue for the appointed terms under the old constitution until elections are held for positions under the new Constitution.
- 14.1.3. All members of the Club prior to the adoption of this Constitution shall continue in the same Class of membership as under the old Constitution.