

CONSTITUTION

Date: [date]

KILMORE GOLF CLUB INCORPORATED

INCORPORATION #A0007010G

ABN 91 104 374 835

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This is a template corporate constitution for a Victorian Golf Club. In order to be able to use this template, the Club must be registered as an incorporated association under the *Associations Incorporation Reform Act 2012 (Vic)* (**Act**) and must comply with the Act.

This template has a number of text boxes that highlight options for clubs or set out the rationale and/or explanation for particular clauses. There are also a number of comment boxes that cross-refer to the relevant sections of the Act or other legislation.

As with any legal document, this does not replace obtaining legal advice on your specific requirements.

DISCLAIMER:
THE INFORMATION PROVIDED IN THIS CONSTITUTION IS FOR YOUR INFORMATION ONLY. THE AUTHORS AND GOLF AUSTRALIA ACCEPT NO RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION OR YOUR RELIANCE UPON IT.

A comment in a pink box refers to requirements under the *Associations Incorporation Reform Act 2012 (Vic)*.

A comment in a yellow box contains general guidance considered to be current best governance practice for associations.

Every constitution should outline an organisation's objects and powers, members and membership conditions, General Committee structure, General Committee Member appointments, meeting procedures, management of Association documents, auditors, accounts, indemnity and insurance of General Committee Members, and the process of winding up. The Act may also impose requirements concerning the duties of General Committee Members, powers of members, meetings and meeting procedures, and other critical information which binds the organisation and should therefore be considered. Organisations may also have a set of regulations, which are usually created under a power located in the constitution. These provide more detail or specifics on areas outside the fundamental governance matters found in a constitution.

Generally, a combination of the constitution and the incorporating act will divide duties, responsibilities and powers between members and the General Committee. However, the General Committee may wish to delegate some of its powers to management or committees. These delegations should be explicitly outlined in writing in a delegated authority document for management and a term of reference for each committee. This template constitution includes the above requirements.

Constitution

KILMORE GOLF CLUB INCORPORATED

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Reform Act 2012 (Vic)* as amended from time to time and includes any regulations made under the Act and any exemption or modification to the Act that applies to the Association.

AGM or **Annual General Meeting** means the Annual General Meeting of the Association required to be held by the Association under the Act.

An incorporated association must hold an ASECRETARY at least once in each calendar year and within 5 months after the end of its financial year (section 63 of the Act).

Appointed General Committee Member means a General Committee Member appointed under **clause 12.9**.

Association means Kilmore Golf Club Incorporated.

Chairperson or **Chair** means the person elected as the Chair of the Association under **clause 14.7(a)**.

Secretary means the person appointed or elected as a secretary of the Association.

An incorporated association must have a secretary.

Constitution means this constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this constitution.

General Committee Member means a General Committee Member of the Association and includes Elected General Committee Members and Appointed General Committee Members.

General Committee Members mean, as the case requires, all or some of the General Committee Members acting together as a General Committee in accordance with their powers and authority under this Constitution.

Elected General Committee Member means a General Committee Member elected under **clause 12**.

General Meeting means a general meeting of Members and includes the AGM.

Golf means the game of Golf as defined in the Rules of Golf and the Rules of Amateur Status as approved by the R&A and such variations, derivations and/or applications of the game as may be recognised by the General Committee.

Individual Member means a person admitted to the Association as a member under **clause 5.1** and includes Voting Members and Non-voting Members.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos, or films) or service marks relating to the Association or any activity of or conducted, promoted, or administered by the Association.

Life Member means a person admitted to the Association as a life member under **clause 5.4**.

Member means a member of the Association under **clause 5**.

Non-voting Member means those Individual Members without voting rights under **clause 5.1**.

Official Position means a person who:

- (a) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, General Committee Member or equivalent of an organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in an organisation.

Policy means a policy made under **clause 7.2** or **clause 18.1(a)**.

Policies include Bylaws and Regulations. Clubs should adopt GA's National Integrity Framework and Code of Conduct at <https://www.golf.org.au/policies-and-bylaws>

Purposes mean the purposes of the Association in **clause 2**.

R&A means the world governing body for Golf.

Registration means registration or affiliation of an Individual Member with the Association, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Individual Members, their consent to membership of the Association as required by **clause 5.2**. **Registered** has a corresponding meaning.

Special Resolution means a resolution that requires not less than three quarters of the members voting at a General Meeting to vote in favour of the resolution.

Special Resolution is defined in section 64 of the Act.

Sub-Committee means a committee established by the General Committee Members under **clause 17.1**.

Virtual Meeting means a meeting held by telephone, video, or any other technology (or any combination of these technologies), that permits each General Committee Member at a meeting of General Committee Members or each Voting Member at a meeting of Members to communicate with any other participant.

Such meetings are expressly recognised by section 62 of the Act.

Voting Member means, in relation to a General Meeting, those Individual Members present and entitled to vote in accordance with **clause 5.1**.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;

- (f) (**singular includes plural**) the singular includes the plural and vice versa;
- (g) (**instruments**) a reference to a law includes regulations and instruments made under it;
- (h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) (**include**) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the General Committee Members;
- (k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 Act

- (a) In this Constitution, unless the context requires otherwise, an 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.
- (b) The model rules under the Act are expressly displaced by this Constitution and accordingly do not apply to the Association.

2. PURPOSES

The purposes of the Association are important and must be carefully considered. The purposes are the Club's reasons for existence and although this can be simply stated as "promotion and encouragement of Golf" the changes in regulatory, commercial and sporting landscapes require a 21st century Golf Club to have broad purposes.

The Purposes of the Association shall be to:

- (a) conduct, encourage, promote, advance, control and manage the Association;
- (b) adopt, formulate, issue, interpret and amend Policies for the operation and management of the Association;
- (c) adopt and implement the strategic plan of Golf Australia from time to time subject always to the context and operations of the Association;
- (d) support and encourage integrity, ethics and values that promote community confidence in the Association;
- (e) encourage the provision and development of appropriate facilities for participation in Golf at the Association;
- (f) maintain and enhance standards, quality, and reputation of Golf for the benefit and interests of Members;

- (g) promote the Association for commercial, government and public recognition and benefits;
- (h) promote, control, manage and conduct Golf events, competitions, and championships at the Association;
- (i) encourage and promote widespread participation in Golf and physical activity;
- (j) ensure that Golf is carried on in a manner that secures and enhances the safety of participants, officials, spectators, and the public;
- (k) use and promote the Intellectual Property;
- (l) have regard to the public interest in its operations; and

Generally, rules made in the "public interest" are less susceptible to challenge, therefore, this object reminds members of the moral obligation to be mindful of the community when operating the Association.

- (m) undertake other actions or activities necessary, incidental or conducive to advance these Purposes.

3. POWERS

Solely for furthering the Purposes, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out in section 124 of the *Corporations Act 2001 (Cth)*.

Section 124 of the Corporations Act gives an entity all the powers of a natural person.

4. INCOME AND PROPERTY OF THE ASSOCIATION

4.1 Sole Purpose

The income and property of the Association will only be applied towards the promotion of the Purposes.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member or General Committee Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Association by them.

Clauses 4.1, 4.2 and 26 establish the Association as a not-for-profit, tax-exempt entity. Under Part 2-15, Division 50 of the Income Tax Assessment Act 1997 (Cth), an association established for the encouragement of Sport is entitled to self-assess as an income-tax exempt entity, subject to complying with the statutory conditions of that Act. Section 50-70 provides that a sporting, income-exempt, entity must apply its income and assets solely for the purpose for which the entity is established.

See also schedule 1 of the Liquor Control Reform Act 1998 (LCRA) which requires that the rules of a club—must preclude the payment of any amount to an officer or servant of the club by way of [commission](#) or allowance from the receipts of the club for the supply of [liquor](#);

5. MEMBERSHIP

The members and their rights and responsibilities should be set out under this clause. The member categories and their respective rights and responsibilities may, of course, vary. Details of member categories and their respective rights and responsibilities should be set out in the Bylaws.

5.1 Categories of Members

Members of the Association shall fall into one of the following categories:

*Consider the identity of the Voting Members, which will determine which category or categories of Members in this **clause 5.1** are permitted to vote at General Meetings.*

- (a) **Life Members**, who, subject to this Constitution, have the right to receive notice of, attend and **vote**, at General Meetings;
- (b) **Individual Members** comprising:
 - (i) Voting Members who subject to this Constitution and the Policies, have the right to receive notice of, attend and vote at General Meetings; and
 - (ii) Non-voting Members who subject to this Constitution have such rights as are set out in the Policies but do not have the right to vote at General Meetings and
- (c) such other category of Member as may be created by the General Committee Members. Any category of Member created by the General Committee Members under this **clause 5.1(c)** may not be granted voting rights.
- (d) **Refer to Kilmore Golf Club Bylaw #1 for specific categories**

5.2 Admission of Members

A person will become a Member, and the General Committee Members will direct the Secretary to record their name, street address, email address and date on which they became a Member, in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the General Committee Members, in which the Member undertakes to:

- (a) be bound by this Constitution and the Bylaws (including any Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 8**; and
- (c) support the Association in the encouragement and promotion of its Purposes.

Admission to membership is not automatic and a membership application may be rejected by the General Committee Members in their absolute discretion.

An association must keep a register of Members (section 56 of the Act). The register must contain the Member's name and address, category of membership (if applicable), the date on which the Member became a Member and if they cease to be a Member the date on which they ceased to be a Member.

The General Committee Members may establish a Policy providing greater detail of the actual membership process.

5.3 Members

- (a) Each Member will:
 - (i) do all that is reasonably necessary to enable the Purposes to be achieved;

- (ii) at all times act for and on behalf of the interests of the Association;
- (iii) be bound by this Constitution, Bylaws and Policies including any Code of Conduct;
- (iv) act in good faith and loyalty to maintain and enhance the Association, its standards, quality, and reputation for the benefit of the Association;
- (v) at all times operate with and promote mutual trust and confidence between the Association and the Members, promoting the economic and success, strength and stability of each other and work cooperatively with each other in the pursuit of the Purposes; and
- (vi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Association and its maintenance and development.

5.4 Life Members

- (a) Life Membership may be bestowed by the Association for longstanding and valued service to the Association.
- (b) Any Member may nominate another Member to the General Committee Members for consideration for Life Membership.
- (c) The General Committee Members will consider a nomination received under **clause 5.4(b)**. The General Committee Members may recommend that, any individual nominated for Life Membership may be elected as a Life Member at any AGM by Special Resolution,
- (d) Nominations for Life Membership shall include a written report outlining the history of service of any nominee, together with comments on the suitability of the honour.
- (e) A person may be posthumously recognised as a Life Member.
- (f) Refer Kilmore Golf Club Bylaw #2 for detailed eligibility criteria.

5.5 General

- (a) The Bylaws may set out:
 - (i) the categories of Membership which exist;
 - (ii) the criteria to be met by each category of Member; and
 - (iii) the rights, obligations, privileges, and benefits of each category of Member in addition to those set out in this Constitution.
- (b) The Association must keep a register of all Members in accordance with the Act.

See section 56 of the Act.

- (c) No Member whose membership ceases (for whatever reason) has any claim against the Association or the General Committee Members for damages or otherwise arising from cessation or termination of membership.
- (d) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (e) A Member must treat all staff, contractors, and representatives of the Association with respect and courtesy at all times.

- (f) A Member must not act in a manner:
 - (i) unbecoming of a Member; and/or
 - (ii) prejudicial to the Purposes and interests of the Association or Golf; or
 - (iii) which breaches any Policy including any Code of Conduct.

5.6 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution, Bylaws and Policies;
- (b) they shall comply with and observe this Constitution and the Bylaws ,;
- (c) by submitting to this Constitution and the Policies they are subject to the jurisdiction of the Association,;
- (d) this Constitution, Bylaws and Policies are necessary and reasonable for promoting the Purposes;
- (e) neither membership of the Association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Association or its property or assets; or
 - (ii) any expectation to, or automatic right of, a Member to renewal of their membership of the Association; or
 - (iii) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (f) they are entitled to all benefits, advantages, privileges, and services of their membership as determined by the General Committee; and
- (g) they will not become a party to any suit at law or equity against the Association or any person subject to this Constitution, unless and until all remedies allowed by this Constitution have been exhausted. This clause may be pleaded in any proceeding, suit, or action against the Association.

5.7 Limited Liability

Members have no liability in that capacity except as set out in **clause 23**.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

- (a) resignation, subject to **clause 6.2**;
- (b) death;
- (c) the termination of their membership according to this Constitution, Bylaws or Policies; and
- (d) the Member no longer meeting the requirements for membership according to **clause 5**.

6.2 Resignation

A Member must not resign, and notice given under **clause 0** is invalid, where the Member is at the time of notice being given, subject to disciplinary proceedings under **clause 7.2**, including proceedings under a Bylaw . For the purposes of this clause, **subject to disciplinary proceedings** includes where a complaint or allegations have been made against, but not yet conveyed to, a Member.

6.3 Forfeiture of Rights

A Member who, or which, ceases to be a Member shall forfeit all right in and claim upon the Association or the General Committee Members for damages or otherwise or claim upon its property including the Intellectual Property.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties, and appeal mechanisms of the Association whether under the Bylaws or under this Constitution.

Bylaws should be developed in respect of these matters as soon as possible after adoption of this Constitution.

7.2 Bylaws

- (a) The General Committee Members may make or adopt a Bylaw for the:
 - (i) hearing and determination of:
 - (A) complaints by a Member that feels aggrieved by a decision or action of the Association; and/or
 - (B) disputes or grievances between Members;
 - (ii) discipline of Members;
 - (iii) formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iv) termination of Memberships.
- (b) The General Committee may, in making or adopting a Policy or Bylaw under **clause 7.2(a)**, incorporate provisions within the Policy to exclusively govern its subject matter, to the exclusion of **clause 7.2(c)** and/or other Policies.
- (c) The General Committee Members in their sole discretion may refer an allegation (which in the opinion of the General Committee Members is not vexatious, trifling, or frivolous) by a complainant (including a General Committee Member or a Member) that a Member has:
 - (i) breached, failed, refused, or neglected to comply with a provision of this Constitution, the Policies including any Code of Conduct or any other resolution or determination of the General Committee Members or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of the Association; or

- (iii) prejudiced the Association or brought the Association or themselves into disrepute,

for investigation or determination either under the procedures set down in **Bylaw #3**.

- (d) Parties involved in investigatory or disciplinary proceedings under this **clause 7**, may not participate in Association activities, pending the determination of such proceedings (including any available appeal) unless the General Committee Members decide continued participation is appropriate having regard to the matter at hand. Such continued participation may be limited or conditional.

8. FEES AND SUBSCRIPTIONS

8.1 Membership Fees

- (a) The General Committee Members may determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee (if any) payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (v) Each Member must pay to the Association the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

Membership fees and finances must be the province of the General Committee.

8.2 Non-Payment of Fees

Subject to **clause 8.3(a)**:

- (a) the right of a Member to attend and vote at a General Meeting is suspended whilst the payment of any subscription or other amount determined under **clause 8** is in arrears for longer than 30 days; and
- (b) if payment of any subscription or other amount determined under **clause 8** is still in arrears for 90 days from the due date the Member's membership ceases without further notice.

8.3 Deferral or reduction of subscriptions

- (a) The General Committee may defer the obligations of a Member to pay a subscription or other amount or reduce (including to zero) the subscription or other amount payable by a Member, if the General Committee Members are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Association will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the General Committee.
 - (iv) the member must apply in writing to the General Committee.
- (b) If the General Committee defers or reduces a subscription or other amount payable by a Member under this **clause 8.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the General Committee.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of the Association are to be held:

- (a) according to the Act; and
- (b) at a date and venue determined by the General Committee Members.

See sections 60 to 66 of the Act.

9.2 Power to convene General Meeting

- (a) The General Committee Members may convene a General Meeting as they think fit and must do so if required by the Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Act.

9.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the General Committee Members, and the auditor of the Association; and
 - (ii) in accordance with **clause 21** and the Act.
- (b) At least 35 days prior to the proposed date of the AGM, the Secretary will request from Voting Members notices of motions, which must be received no less than 21 days prior to the AGM.

These timeframes are recommended as good practice but can be changed to suit the Association.

- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or General Committee Member in accordance with the Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

Note that "Other business" or "General business" should NOT be included in the agenda of the Annual General Meeting or a Special General Meeting.

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the General Committee Members they may, if they think fit, cancel, or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;

- (b) the General Committee Members at the request of Members; or
- (c) a court.

9.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Act.

9.7 Contents of a notice postponing a General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

9.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.8** or the Act.

9.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 Proxy at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a proxy that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting(s) to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

9.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling, or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.12 Right to appoint a proxy

- (a) A Voting Member entitled to attend a General Meeting of the Association is entitled to appoint a person as their proxy to attend the meeting in their place.

- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Association.

9.13 Form of proxy

The instrument appointing a proxy may be in form determined by the General Committee from time to time provided that it complies with the requirements under the Act.

9.14 Lodgement of proxy documents

- (a) A proxy may vote at a General Meeting or an adjourned or postponed meeting only if the instrument appointing the proxy or other authority (if any) under which the instrument is signed, are received by the Association:
 - (i) at the office, the email or other electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Association.

9.15 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy to:
 - (i) agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (ii) speak to any proposed resolution; and
 - (iii) demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy on how to vote on those resolutions, the appointment is taken to confer authority to vote on any:
 - (i) amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) procedural motion; and
 - (iii) act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote at the:
 - (i) postponed or adjourned meeting; or
 - (ii) new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.

- (e) The instrument appointing a proxy may provide for the Chairperson to act as the proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is **15%**.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

The quorum for a General Meeting can be varied. The number or percentage of Members required must be realistic so that a meeting can proceed.

10.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

10.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Voting Members then present shall constitute a quorum.

10.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.

Every meeting must have a chair to conduct the meeting.

- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a General Committee Member (or other person) chosen by a majority of the General Committee Members present;
 - (ii) the only General Committee Member present; or
 - (iii) a representative of a Voting Member that is entitled to vote and is chosen by a majority of the Voting Members present.

10.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The chair may, with the consent of any General Meeting at which a quorum is present, and must if so, directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate, or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, **the Chair may exercise a casting vote.**

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded, and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

10.15 Electronic voting

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the General Committee Members may determine and shall be held in accordance with procedures prescribed by the General Committee Members.

11. VOTES OF MEMBERS

11.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Member other than Life Members and Individual Members with Voting Rights are entitled to vote at General Meetings.

Voting at General Meetings will depend upon which Members have voting rights. It may vary where Members have different rights or, for example, where a Member is not financial.

11.2 Election of General Committee Members

This template includes a 'first past the post' system for electing Elected General Committee Members, which is the simplest and easiest voting method to implement and tally. Alternatives for conducting ballots to elect the Elected General Committee Members include preferential voting, which can be either optional or mandatory, or exhaustive balloting. Clubs should seek their own advice on the advantages and disadvantages of each method when determining their preferred method of voting.

See also schedule 1 of the Liquor Control Reform Act 1998 (LCRA) which requires that the rules of a club must provide that the General Committee Members be elected for a term of not less than 12 months by members of a class of members that constitutes not less than 60% of the total membership of the club, excluding temporary or honorary members and persons who are members by reason only of reciprocal arrangements with another club and persons whose rights as members are limited to rights as

social, gaming or neighbourhood members. So the Voting Members should comprise at least 60% of the total membership of the Association.

- (a) Elections for Elected General Committee Members shall be by ballot in accordance with this **clause 11.2** at the relevant General Meeting and by such method as is determined by the General Committee.
- (b) The ballot for an election to fill one or more Elected General Committee Member positions will be conducted in accordance with the following procedure. If at the close of nominations for an election to fill one or more Elected General Committee Member positions:
 - (i) the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected General Committee Member positions; and
 - (ii) there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected General Committee Member positions. If two or more nominees get the same number of votes and at the relevant time, there is only one Elected General Committee Member position to be filled then the SECRETARY is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected General Committee Member.

This ballot system should be used where there is a desire to fill all Elected General Committee Member positions open on a first-past-the-post basis.

11.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 11.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) Email or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

Note 11.3 is a standard clause and is meant to facilitate votes outside of General Meetings. Given it requires all Members to vote in favour of a resolution it is highly unlikely it would ever be applied in a Club context.

12. GENERAL COMMITTEE MEMBERS

12.1 Number of General Committee Members

- (a) There must be not less than **four** General Committee Members and not more than **nine** General Committee Members. Up to **seven** General Committee Members may be

elected by the Members and up to **two** may be appointed by the Elected General Committee Members. The General Committee Members must include a:

- (i) President;
- (ii) Secretary;
- (iii) Treasurer;
- (iv) Men's Captain;
- (v) Womens Captain; and
- (vi) Two Ordinary Committee Members.

If the General Committee considers it appropriate, in order to further the Purposes, it may allocate General Committee Members to specific portfolios, with specific responsibilities, as determined at the discretion of the General Committee.

- (b) Subject to **clause 12.1(a)**, not more than **seven** General Committee Members are to be elected by the Members (Elected General Committee Members), and not more than **two** General Committee Members are to be appointed under **clause 12.9**.

12.2 Eligibility

- (a) For the period from the date of this Constitution a person that:
 - (i) is an employee of the Association; or
 - (ii) holds an Official Position; or
 - (iii) was a General Committee Member of the Association and **clause 12.7** applies; or
- (b) A General Committee Member that accepts a disqualifying position must notify the other General Committee of this fact immediately and is deemed to have vacated office as a General Committee Member.
- (c) A person elected or appointed as a General Committee Member at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.
- (d) No person shall be eligible to stand for an Elected General Committee Member position if, during the proposed term of office, they would be in breach of **clause 12.7**.
- (e) The General Committee Members may determine position or role descriptions or necessary qualifications for General Committee Member positions.
- (f) The General Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of General Committee Members.

12.3 Nomination for election

- (a) At least 35 days prior to the proposed date of the AGM, at which a resolution or resolutions will be proposed to fill a vacancy in an Elected General Committee Member position, the Secretary will request from Members nominations (that comply with this **clause 12.3** for elections to positions falling vacant, that must be received no later than 21 days prior to the AGM.

These time frames are recommended as good practice.

- (b) Any Member, General Committee Member or Committee may nominate a person to fill a vacancy in an Elected General Committee Member position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the General Committee Members; and
 - (ii) signed by the nominator and nominee.

12.4 Term of office of General Committee Members generally

- (a) Subject to clauses, 12.4(b), 12.6, 12.7 and 12.8, an Elected General Committee Member will hold office for a term of two years.
- (b) Following adoption of this Constitution:
 - (i) four (4) Elected General Committee Members; President, Treasurer, Womens Captain and one Ordinary Committee Member shall serve for two (2) years; and
 - (ii) three (3) Elected Directors including the Secretary, Men’s Captain and one Ordinary Committee Member shall serve for one (1) year.

All the above are eligible for re-election elected under for two (2) further terms of two (2) years each and retirements shall follow the above terms. Should any determination be required regarding terms and rotations of terms of General Committee Members such determinations will be made by the General Committee or if the General Committee cannot agree will be determined by lot.

12.5 Office held until end of meeting

A retiring Elected General Committee Member holds office until the end of the meeting at which that Elected General Committee Member retires but, subject to the requirement of this Constitution, including **clause 12.7**, is eligible for re-election.

12.6 Elected General Committee Member elected at General Meeting

- (a) At a General Meeting:
 - (i) at which an Elected General Committee Member retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected General Committee Member,
 there will be a vote of the Members conducted in accordance with **clause 11.2** to fill the vacancy by electing someone to that office.
- (b) Subject to **clauses 12.6(c), 12.7** and **12.10**, an Elected General Committee Member elected under this **clause 12.6** takes office at the end of the meeting at which they are elected for a period of two years.
- (c) An Elected General Committee Member elected under **clause 12.6(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

12.7 Maximum consecutive years in office for General Committee Members

- (a) Subject to **clause 12.7(d)**, a General Committee Member must not serve more than **six (6)** consecutive years as a General Committee Member, including where one or more of the years is as an Appointed General Committee Member.

- (b) For the purpose of **clause 12.7(a)**, where service:
 - (i) by a person as a General Committee Member under this Constitution is for a period less than **two** years:
 - (A) if the service is less than one year, it will be treated as one full year;
 - (B) if the service is between one year and two years, it will be treated as two full years; and
 - (ii) by a person as a General Committee Member takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution **will not** be treated as service towards **clause 12.7(a)**, **and their maximum terms in office will start from the date of adoption of this Constitution.**
- (c) A General Committee Member who has served the maximum number of years in accordance with **clause 12.7(a)** shall not be eligible to be a General Committee Member for **two years** following the completion of their maximum term.
- (d) A General Committee Member may serve as a General Committee Member for a maximum of 7 years if they are the Chair in what is or must be their second last or last consecutive term.

12.8 Casual vacancy in ranks of Elected General Committee Members

- (a) The General Committee Members may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.11**) in the rank of the Elected General Committee Members.
- (b) A person appointed under **clause 12.8(a)** holds office for the remainder of the vacating General Committee Member's term and, subject to this Constitution, they may offer themselves for re- election.

12.9 Appointed General Committee Members

The principle behind Appointed General Committee Members is to provide the Elected General Committee Members with additional skills that may facilitate or assist the General Committee with a particular issue over time. For example, an Association may require marketing or lobbying skills. It can then approach and invite an appropriately skilled person to join the General Committee as an Appointed General Committee Member.

- (a) In addition to the Elected General Committee Members, the General Committee Members may themselves appoint up to two (2) persons to be General Committee Members because of their special business acumen and/or technical skills. These persons will be known as the "Appointed General Committee Members". Appointed General Committee Members do not need to be Members to be appointed.
- (b) Subject to **clauses 12.7** , an Appointed General Committee Member holds office for a term determined by the General Committee Members not to exceed **two (2) years** and the appointment will be on such other terms as the General Committee Members determine.
- (c) A person may only serve **six (6)** consecutive years as an Appointed General Committee Member but, subject to the other requirements of this Constitution, in particular **clause 12.7** are otherwise eligible to be elected to an Elected General Committee Member position.

- (d) Subject to this Constitution, the General Committee Members may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.10**) in the rank of the Appointed General Committee Members on whatever terms the General Committee Members decide.

12.10 Vacation of office

The office of a General Committee Member becomes vacant when the Act says it does and if the General Committee Member:

- (a) dies;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns from office by notice in writing to the Association;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 12.2** and does not resign from that position within 30 days;
- (e) is removed by resolution of the Voting Members in a General Meeting. Unless otherwise resolved at a General Meeting, a General Committee Member removed in accordance with this **clause** cannot be re-appointed as a General Committee Member within two years of their removal.;
- (f) is absent at three consecutive General Committee Members' meetings without leave of absence from the General Committee Members; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Act.

12.11 Alternate General Committee Member

A General Committee Member cannot appoint an alternate.

The prohibition on the appointment of alternate General Committee Members is to ensure that only Elected General Committee Members and Appointed General Committee Members are involved in the Association's decision-making.

13. POWERS AND DUTIES OF GENERAL COMMITTEE MEMBERS

The General Committee's primary responsibility is one of trusteeship on behalf of its members, ensuring that the organisation, remains viable and effective in the present and for the future. The General Committee's role includes determining the organisation's strategic direction, managing risk within the organisation, engaging with and listening to members and stakeholders, developing core values and integrity framework, as well as key objectives and performance measures. A key component of this role is the General Committee's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

13.1 General Committee Members to manage the Association

The General Committee Members are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by this Constitution, to be exercised by the Association in General Meeting.

13.2 Specific powers of General Committee Members

Without limiting **clause 13.1**, the General Committee Members may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

13.3 Time, etc

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the General Committee Members may at their absolute discretion extend that time, period, or date as they think fit.

13.4 Delegation of powers

The delegation's clause recognises that the General Committee must delegate functions and tasks to the SECRETARY or other employees of the Association. This clause sets out how such delegations should be made and how they operate.

- (a) The General Committee Members may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the Secretary or any employee of the Association or any other person as they think fit.
- (b) Any delegation by the General Committee Members of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying, or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief, or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief, or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the General Committee Members.

An Association operates by the General Committee Members delegating their powers to officers of the Association or other persons. The delegation should be recorded in the minute books of the Association.

13.5 Code of Conduct and General Committee Charter

The General Committee Members must:

- (a) adopt a code of conduct for General Committee Members and a General Committee charter in the Bylaws; and
- (b) periodically review the code of conduct and General Committee charter in light of the general principles of good corporate governance.

13.6 Strategic Plan

The General Committee Members must develop and adopt a strategic plan as revised from time to time. The strategic plan should seek to adopt and implement the strategic plan of Golf Australia from time to time subject always to the context and operations of the Association.

14. PROCEEDINGS OF GENERAL COMMITTEE MEMBERS

14.1 General Committee Members' meetings

- (a) Subject to **clause 14.1(b)** the General Committee Members may meet for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The General Committee Members must meet at least six times in each calendar year.

14.2 Questions decided by majority

A question arising at a General Committee Members' meeting is to be decided by a majority of votes of the General Committee Members present in person and entitled to vote. Each General Committee Member present has one vote on a matter arising for decision by General Committee Members.

14.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

The chair is first amongst equals, so should encourage collegiate decision-making as opposed to voting.

14.4 Quorum

A majority of the current General Committee Members present in person and/or via technology constitutes a quorum.

14.5 Effect of vacancy

- (a) The continuing General Committee Members may act despite a vacancy in their number.
- (b) However, if the number of General Committee Members is reduced below the number required for a quorum, the remaining General Committee Members may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

14.6 Convening meetings

- (a) A General Committee Member may, and the SECRETARY on the request of a General Committee Member must, convene a General Committee Members' meeting.
- (b) Notice of a meeting of General Committee Members must be given individually to each General Committee Member (except a General Committee Member on leave of absence approved by the General Committee Members). Notice of a meeting of General Committee Members may be given in person, or by post or by telephone or electronic means.
- (c) A General Committee Member may waive notice of a meeting of General Committee Members by giving notice to that effect to the Association in person or by post or by telephone or electronic means.
- (d) A person who attends a meeting of General Committee Members waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the General Committee Members or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of General Committee Members.

14.7 Election of Chair

- (a) The General Committee Members must, at the first General Committee Members' meeting after the AGM, annually elect one of their number to be the Chair by a majority vote.
- (b) The General Committee Member elected to be Chair under **clause 14.7(a)** will, subject to remaining a General Committee Member, remain Chair for one year from the date of their election until the first General Committee Members' meeting after the following AGM and shall chair any meeting of General Committee Members.
- (c) Despite **clause 14.7(b)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the General Committee Members present may elect one of their number to be chair of the meeting.
- (d) A General Committee Member elected as Chair may be re-elected as Chair in following years, so long as he or she remains a General Committee Member.

14.8 Circulating resolutions

- (a) The General Committee Members may pass a resolution without a General Committee Members' meeting being held if notice in writing of the resolution is given to all General Committee Members and a majority of the General Committee Members entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of General Committee Members) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the General Committee Members if the wording of the resolution and statement is identical in each copy. An email or document produced by electronic means under the name of a General Committee Member with the General Committee Member's authority is taken to be a document signed by the General Committee Member for the purposes of **clause 14.8(a)** and is taken to be signed when received by the Association in legible form.
- (c) The resolution is passed when the last General Committee Member signs.

14.9 Validity of acts of General Committee Members

Everything done at a General Committee Members' meeting or a Committee meeting, or by a person acting as a General Committee Member, is valid even if it is discovered later that there was some defect in the appointment, election, or qualification of any of them or that any of them was disqualified or had vacated office.

14.10 General Committee Members' Interests

- (a) A General Committee Member shall declare to the General Committee Members any material personal interest or related party transaction, as defined by the *Corporations Act 2001*, as soon as practicable after that General Committee Member becomes aware of their interest in the matter.
- (b) General Committee Members must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in **clause 14.10(a)**.

- (c) Where a General Committee Member declares a material personal interest or in the event of a related party transaction, that General Committee Member is ineligible to receive the General Committee Members' meeting papers related to the matter and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the General Committee Members.
- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the General Committee Members or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The Secretary shall maintain a register of declared interests.

14.11 Minutes

The General Committee Members must cause minutes of meetings to be made and kept in accordance with the Act.

15. VIRTUAL MEETINGS OF THE ASSOCIATION

15.1 Virtual Meeting

- (a) A General Meeting or a General Committee Members' Meeting may be held by means of a Virtual Meeting, provided that:
 - (i) the number of Members or General Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or General Committee Members' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with this **clause 15**.

15.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must be distinguishable to the chair;
- (d) a person may not leave a Virtual Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

16. SECRETARY

The Association must have a Secretary.

See Part 6 of the Act.

17. SUB-COMMITTEES

17.1 Sub-Committees

The delegation's clause recognises that the General Committee may delegate functions and tasks to special committees. In Sport these are common. For example, rules and technical committee, selection committee and judicial committee. This clause sets out how such delegations should be made and how they operate.

The General Committee may delegate any of their powers to Sub-Committees consisting of those persons they think fit (including General Committee Members, individuals, and consultants), and may vary or revoke any delegation.

17.2 Powers delegated to Sub-Committees

- (a) A Sub-Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the General Committee.
- (b) Powers delegated to and exercised by a Sub-Committee are taken to have been exercised by the General Committee.

17.3 Sub-Committee meetings

Unless otherwise determined by the General Committee, sub-committee meetings are governed by the provisions of this Constitution dealing with General Committee Members' meetings, as far as they are capable of application.

18. BYLAWS & POLICIES

The Policies are the main subordinate governing documents of the Association (sometimes referred to as Bylaws or Regulations). These are important policy documents, which can address a whole range of issues for the Association.

18.1 Making and amending Policies and Bylaws

- (a) In addition to policies made under **clause 7.2**, the General Committee Members may from time to time make policies and bylaws that are:
 - (i) required to be made under this Constitution; and
 - (ii) in their opinion, necessary or desirable for the control, administration, and management of the Association's affairs.

The General Committee Members may amend, interpret, repeal, and replace any Policy or Bylaw.

- (b) Unless otherwise stated in the Policy or Bylaw any Policy or Bylaw referred to in **clauses 7.2** and **18.1(a)** will take effect 7 days after the service of the Policy or Bylaw on the Member and shall be in force and effect on that date.

18.2 Effect of Policies and Bylaws

A Policy or Bylaw:

- (a) is subject to this Constitution;

- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

18.3 Existing rules

All clauses, rules, bylaws, regulations, or other policies of the Association Club in force at the date of the approval of this Constitution (however described) insofar as such clauses, rules, bylaws, regulations, and such policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Policies under **clause 18**.

19. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of:

- (a) the Association (including registers kept by the Association) except as permitted by the Act and unless the request is made in good faith and for a proper purpose; and
- (b) the General Committee including any minutes of General Committee meetings.

There is no right under the Act for members to inspect Association records.

20. ACCOUNTS

20.1 Accounting Records

The General Committee Members will cause proper accounting and other records to be kept and will distribute financial statements as required by the Act.

20.2 Auditor

Subject to the requirements of the Act a properly qualified auditor(s) shall be appointed by the General Committee Members and the remuneration of such auditor(s) fixed, and duties regulated in accordance with the Act.

21. SERVICE OF DOCUMENTS

21.1 Document includes notice

In this **clause 21**, document includes a notice.

21.2 Methods of service on a Member

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an email or other electronic address nominated by the Member.

21.3 Methods of service on the Association

A Member may give a document to the Association by:

- (a) delivering it to the Registered Office;
- (b) sending it by post to the Registered Office; or
- (c) sending it to an email other electronic address nominated by the Association.

21.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the fourth business day after the date of its posting.

21.5 Electronic transmission

If a document is sent by email or other electronic transmission, delivery of the document is taken to:

- (a) be affected by properly addressing and transmitting the email or other electronic transmission; and
- (b) have been delivered on the business day following its transmission.

22. INDEMNITY

22.1 Indemnity of officers

- (a) This **clause 22** applies to every person who is or has been:
 - (i) a General Committee Member, or Secretary of the Association; and
 - (ii) another officer, employee, former officer, or former employee of the Association as the General Committee Members may in each case determine.

Each person referred to in this **clause 23.1(a)** is referred to as an **Indemnified Officer** for the purposes of the rest of **clause 22**.

- (b) The Association will indemnify each Indemnified Officer out of the property of the Association against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Association; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Association.

unless:

- (iii) the Association is forbidden by legislation to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by legislation.

22.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Association including a liability for legal costs, unless:

- (a) the Association is forbidden by legislation to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by legislation.

22.3 Deed

The Association may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 22.1** on the terms the General Committee Members think fit (as long as they are consistent with **clause 22**).

23. WINDING UP

23.1 Contributions of Members on winding up

- (a) Each Voting Member maybe be required to contribute to the Association's property if the Association is wound up whilst they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Association's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.The amount is not to exceed \$1.00.
- (c) No other Member shall be required to contribute to the Association's property if the Association is wound up.

23.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having purposes similar to those of the Association; and
 - (ii) whose constitution prohibits (or each of whose constitutions 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 under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has, or acquires, jurisdiction in the matter.

24. LIQUOR AND GAMING CONTROL

- (a) A visitor to the Association's premises must not be supplied with [liquor](#) in those premises unless the visitor is:
 - (i) a [guest](#) in the company of a Member; or
 - (ii) if the Association admits [authorised gaming visitors](#), an [authorised gaming visitor](#) admitted in accordance with the Policies.
- (b) The Association must keep records of [guests](#).
- (c) If a venue operator's licence is in force for the Association's premises, an [authorised gaming visitor](#) must:
 - (i) produce evidence of his or her [residential](#) address before being admitted to the [licensed premises](#); and
 - (ii) carry identification at all times whilst on the [licensed premises](#); and

- (iii) comply with any relevant rules of the Association whilst on the [licensed premises](#).