



A.C.T. Monaro District Golf Association Incorporated

**Constitution
June 2017**

TABLE OF CONTENTS

PART 1: PRELIMINARY	1
1 NAME	1
2 OBJECTS	1
3 FINANCIAL YEAR	1
4 DEFINITIONS	1
5 INTERPRETATION	3
PART 2: POWERS OF THE ASSOCIATION	3
6 POWERS OF THE ASSOCIATION	3
7 NOT FOR PROFIT ORGANISATION	3
PART 3: MEMBERSHIP OF THE ASSOCIATION	4
8 MINIMUM NUMBER OF MEMBERS	4
9 ELIGIBILITY FOR MEMBERSHIP	4
10 APPLICATION FOR MEMBERSHIP	4
11 CONSIDERATION OF APPLICATION	5
12 NEW MEMBERSHIP	5
13 ANNUAL SUBSCRIPTION AND FEE ON JOINING	5
14 GENERAL RIGHTS OF MEMBERS	5
15 REPRESENTATION OF MEMBERS	6
16 EFFECT OF MEMBERSHIP	6
17 ASSOCIATE MEMBERS	6
18 LIFE MEMBERS	7
19 CESSATION OF MEMBERSHIP	7
20 REGISTER OF MEMBERS	8
PART 4: DISCIPLINARY ACTION AND GRIEVANCE PROCEDURES	8
21 GROUNDS FOR TAKING DISCIPLINARY ACTION	8
22 RIGHT OF APPEAL OF DISCIPLINED MEMBER	9
23 GRIEVANCE PROCEDURE AND MEDIATION PROCESS	10
PART 5: GENERAL MEETINGS OF THE ASSOCIATION	10
24 ANNUAL GENERAL MEETINGS	10
25 SPECIAL GENERAL MEETINGS	11
26 SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS	11
27 NOTICE OF GENERAL MEETINGS	12
28 PROXIES	12
29 USE OF TECHNOLOGY	13
30 QUORUM AT GENERAL MEETINGS	13
31 ADJOURNMENT OF GENERAL MEETING	13
32 VOTING AT GENERAL MEETINGS	14
33 SPECIAL RESOLUTIONS	14
34 VOTING PROCEDURE	14
35 MINUTES OF GENERAL MEETINGS	14
PART 6: THE COMMITTEE	15
36 ROLE AND POWERS	15
37 COMPOSITION OF THE COMMITTEE	15
38 POWER TO MAKE BY-LAWS	15
39 DELEGATION	16
40 RESPONSIBILITIES OF COMMITTEE MEMBERS	16
41 PRESIDENT AND VICE-PRESIDENT	16
42 SECRETARY	17
43 TREASURER	17
44 EXISTING COMMITTEE	18
45 NOMINATIONS AND ELIGIBILITY	18
46 ELECTION OF THE COMMITTEE	18
47 BALLOT	19
48 TERM OF OFFICE	19
49 VACATION OF OFFICE	20
50 CASUAL VACANCIES	20
51 MEETINGS OF THE COMMITTEE	21

52	NOTICE OF COMMITTEE MEETINGS	21
53	USE OF TECHNOLOGY	21
54	QUORUM FOR COMMITTEE MEETINGS	21
55	VOTING AT COMMITTEE MEETINGS	22
56	CONFLICT OF INTEREST	22
57	MINUTES OF COMMITTEE MEETINGS	22
58	LEAVE OF ABSENCE	23
	PART 7: FINANCIAL MATTERS	23
59	SOURCE OF FUNDS	23
60	MANAGEMENT OF FUNDS	23
61	FINANCIAL RECORDS	23
62	FINANCIAL STATEMENTS	24
	PART 8—GENERAL MATTERS	24
63	COMMON SEAL	24
64	OFFICIAL ADDRESS	24
65	INDEMNITY AND INSURANCE	24
66	NOTICE REQUIREMENTS	25
67	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	25
68	WINDING UP AND CANCELLATION	26
69	ALTERATION OF CONSTITUTION	26

PART 1: PRELIMINARY

1 Name

The name of the Incorporated Association is the "A.C.T. Monaro District Golf Association Incorporated".

2 Objects

The Objects of the Association are—

- (a) To conduct, encourage, promote, advance and administer golf throughout the local area;
- (b) To represent and provide administrative and golf support to Golf NSW for Affiliated Golf Clubs in the District;
- (c) To be a Member of Golf NSW;
- (d) To conduct District golf tournaments and competitions;
- (e) To select representative teams to represent the District in tournaments and competitions;
- (f) To adopt and implement such policies as may be developed by Golf NSW from time to time;
- (g) To adopt, enforce and interpret the rules of Golf;
- (h) To represent and advance the operations and activities of Affiliated Golf Clubs throughout the District;
- (i) To have regard to the public interest in its operations; and
- (j) To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3 Financial Year

The Financial Year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In this Constitution unless the contrary intention appears:

- (a) **Absolute majority**, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a committee meeting).
- (b) **Act** means the *Associations Incorporation Act 1991* (ACT), and includes any Regulations made under that Act.
- (c) **A.C.T.** means the Australian Capital Territory.
- (d) **Affiliated Golf Club** means a golf club, country club or other golf-related organisation which is a **Member**, or is otherwise affiliated with the **Association**.
- (e) **Annual General Meeting** means an Annual General Meeting of the Association held in accordance with Rule 24.
- (f) **Associate Member** means a Member referred to in Rule 17.
- (g) **Association** means the A.C.T. Monaro District Golf Association Incorporated.
- (h) **By-Laws** means the By-Laws of the Association made in accordance with Rule 38.
- (i) **Committee** means the Committee Members elected or appointed under this Constitution responsible for the management of the business of the Association.

- (j) **Committee meeting** means a meeting of the Committee held in accordance with this Constitution.
- (k) **Committee Member** means a Member of the Committee elected or appointed under this Constitution.
- (l) **Constitution** means this constitution of the Association.
- (m) **Disciplinary proceedings** mean a meeting of the Committee convened for the purposes of Rule 21.
- (n) **District** means the geographical area for which the Association is responsible as recognised and determined by Golf NSW from time to time.
- (o) **Financial Year** means the year ending on 30 June.
- (p) **General Meeting** means the Annual General Meeting or any Special General Meeting of the Association.
- (q) **Golf NSW** means Golf NSW Limited (ACN 001 642 628).
- (r) **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 surface marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the District.
- (s) **Life Member** means a person awarded Life Membership of the Association in accordance with Rule 18.
- (t) **Member** means a current Member of the Association.
- (u) **Member Delegate** means the President of a Member or a person who is appointed by a Member in accordance with Rule 15 to exercise the Member's rights under this Constitution.
- (v) **Member entitled to vote** means a Member who under Rule 14 is entitled to vote at a General Meeting of the Association.
- (w) **Objects** means the Objects of the Association as set out in Rule 2.
- (x) **Office-bearer** means a person elected or appointed to one of the positions on the Committee identified in Rule 37.2.
- (y) **Office-holder of an Affiliated Golf Club** means a person on the Board of Management or a Director of an Affiliated Golf Club. It does not include an employee.
- (z) **Public Officer** means the appointed Public Officer of the Association in accordance with the Act who must reside within the A.C.T.
- (aa) **Regulation** means the *Associations Incorporation Regulation 1991 (ACT)* or any later Regulation modifying or replacing that Regulation, however named.
- (bb) **Rules of Golf** means the rules of golf as approved and administered by R&A Rules Limited and the United States Golf Association.
- (cc) **Secretary** means the person holding office under this Constitution as Secretary of the Association.
- (dd) **Special General Meeting** means a Special General Meeting of the Association held in accordance with Rule 25 or Rule 26.
- (ee) **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

5 Interpretation

5.1 In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.2 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

5.3 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model Rules under the Act are expressly displaced by this Constitution.

PART 2: POWERS OF THE ASSOCIATION

6 Powers of the Association

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

6.2 The Association may only exercise its powers and use its income and assets (including any surplus) for its Objects.

7 Not for Profit Organisation

7.1 The Association must not distribute any dividend, surplus, income or assets directly or indirectly to its Members.

- 7.2 Rule 7.1 does not prevent the Association from paying a Member or Committee Member—
- (a) reimbursement for expenses properly incurred by the Member or Committee Member; or
 - (b) for goods or services provided by the Member or Committee Member—
- if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3: MEMBERSHIP OF THE ASSOCIATION

8 Minimum Number of Members

The Association must have at least 5 Members.

9 Eligibility for Membership

- 9.1 An Affiliated Golf Club, located in the boundaries of the District, which is a Member of Golf NSW and which supports the Objects of the Association and applies for and is approved for membership as provided in this Constitution is eligible to be a Member of the Association on payment of any fee associated with joining and annual subscription payable under this Constitution.
- 9.2 The boundaries of the District mean the area bounded by Delegate in the south, Thredbo and Adaminaby in the south-west, Braidwood in the east, Yass in the west, Bigga to the north, and all of the A.C.T.
- 9.3 All Affiliated Golf Clubs which were, prior to the approval of this Constitution under the Act, Members of the Association, shall be deemed Members of the Association from the time of approval of this Constitution under the Act.
- 9.4 Other categories of membership of the Association are:
- (a) Associate Members, admitted under Rule 17; and
 - (b) Life Members, admitted under Rule 18.

10 Application for Membership

- 10.1 To apply to become an Affiliated Golf Club of the Association, a golf club must submit a written application in the form prescribed by the Committee from time to time to the Secretary stating that the golf club—
- (a) Is a Member of Golf NSW or has applied to be a Member of Golf NSW;
 - (b) Wishes to become an Affiliated Golf Club of the Association;
 - (c) Supports the Objects of the Association; and
 - (d) Agrees to comply with this Constitution.
- 10.2 The application—
- (a) Must be signed for and on behalf of the applicant by 2 authorised persons;
 - (b) May be accompanied by any fees associated with joining; and
 - (c) Must comply with any requirements prescribed by the Committee from time to time.

11 Consideration of Application

- 11.1 As soon as practicable after an application for Membership is received, the Committee must decide by resolution whether to accept or reject the application.
- 11.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 11.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 11.4 No reason need be given for the rejection of an application.

12 New Membership

- 12.1 If an application for Membership is approved by the Committee—
 - (a) The resolution to accept the Membership must be recorded in the Minutes of the Committee meeting; and
 - (b) The Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- 12.2 A golf club becomes an Affiliated Golf Club of the Association and, subject to Rule 14.2, is entitled to exercise its rights of Membership from the date, whichever is the later, on which—
 - (a) The Committee approves the golf club's Membership; or
 - (b) The golf club pays any fees associated with joining.

13 Annual Subscription and Fee on Joining

- 13.1 The Committee of the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following Financial Year of the Association; and
 - (b) the date for payment of the annual subscription.
- 13.2 The Committee may determine that an annual subscription is payable by Associate Members.
- 13.3 The Committee may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the Financial Year; or
 - (c) a fixed amount determined from time to time by the Association.
- 13.4 The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

14 General Rights of Members

- 14.1 A Member of the Association who is entitled to vote has the right—
 - (a) To receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (b) To submit items of business for consideration at a General Meeting;
 - (c) To attend and be heard at General Meetings;

- (d) To vote at a General Meeting;
 - (e) To have access to the Minutes of General Meetings and other documents of the Association as provided under Rule 67; and
 - (f) To inspect the register of Members.
- 14.2 A Member is entitled to vote if—
- (a) The Member is an Affiliated Golf Club; and
 - (b) More than 10 business days have passed since it became a Member of the Association; and
 - (c) The Member's Membership rights are not suspended for any reason.
- 14.3 The rights of a Member are not transferable and end when Membership ceases.

15 Representation of Members

- 15.1 Each Affiliated Golf Club will be entitled to appoint a natural person to exercise the Member's rights under this Constitution and in any other circumstances permitted by the Act. This person shall be known as the Member Delegate. The Member Delegate shall be the President of the Affiliated Golf Club unless another person is appointed as Member Delegate under Rule 15.2.
- 15.2 The appointment of such other person as Member Delegate must be—
- (a) In writing; and
 - (b) Signed by an authorised representative of the Affiliated Golf Club, and
 - (c) Delivered to the Secretary.

The appointment will continue until the Secretary is given written notice of revocation which satisfies the requirements in sub-paragraphs (a), (b) and (c) above.

16 Effect of Membership

- 16.1 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, the By-Laws of the Association and the Constitution and By-Laws of Golf NSW;
 - (b) they shall comply with and observe this Constitution, the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority from the Committee; and
 - (c) by submitting to this Constitution, they are subject to the jurisdiction of the Association and Golf NSW.
- 16.2 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding-up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Rule 13.

17 Associate Members

- 17.1 Associate Members of the Association include any category of Member as determined by the Committee.
- 17.2 An Associate Member must not vote but may have other rights as determined by the Committee.

18 Life Members

- 18.1 All natural persons who were at the date of the adoption of this Constitution recorded in the register of Life Members of the Association will remain and continue as Life Members of the Association.
- 18.2 The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the game of golf in the District be appointed as a Life Member.
- 18.3 A resolution of the Annual General Meeting to confer Life Membership (subject to Rule 18.4) on the recommendation of the Committee must be a Special Resolution.
- 18.4 A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.
- 18.5 Life Members of the Association shall have the right to attend, but not vote, at General Meetings of the Association, and shall not be liable for any payment of fees or other contribution to the Association by virtue of such Life Membership.

19 Cessation of Membership

- 19.1 An Affiliated Golf Club's membership of the Association ceases on resignation, expulsion, liquidation or if that Affiliated Golf Club no longer meets the requirements for Membership according to this Constitution and/or the By-Laws.
- 19.2 If an Affiliated Golf Club ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the Affiliated Golf Club ceased to be a Member in the register of Members.
- 19.3 A Member may resign by notice in writing given to the Association. Where an Affiliated Golf Club seeks to resign as a Member of the Association the written notice must be accompanied by a copy of the Special Resolution passed by the Affiliated Golf Club's members resolving that the Voting Member resign from the Association.
- 19.4 A Member is taken to have resigned if—
 - (a) The Member's annual subscription is in arrears for more than the period prescribed by the Committee from time to time; or
 - (b) Where no annual subscription is payable—
 - (i) The Secretary has made a written request to the Member to confirm that it wishes to remain a Member; and
 - (ii) The Member has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a Member.
- 19.5 In addition to the above, a person ceases to be a member on:
 - (a) death; or
 - (b) the termination of their Membership according to this Constitution or the By-Laws; or
 - (c) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws.

- 19.6 A Member which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property, and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of the Member shall be returned to the Committee immediately.
- 19.7 Membership which has been discontinued for any reason may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

20 Register of Members

- 20.1 The Public Officer must keep and maintain a register of Members that includes—
- (a) For each current Member—
 - (i) The Member's name;
 - (ii) The address for notice last given by the Member;
 - (iii) The date of becoming a Member;
 - (iv) If the Member is an Associate Member, a note to that effect;
 - (v) Any other information determined by the Committee; and
 - (b) For each former Member, the date of ceasing to be a Member.
- 20.2 Having regard to the Act, confidentiality considerations and privacy laws, a copy of any part of the register, excluding the address or other direct contact details of any Life Member, shall be available to Members, upon reasonable request and on payment of a fee of no more than \$1.00 for each page copied.
- 20.3 Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Committee considers appropriate.

PART 4: DISCIPLINARY ACTION AND GRIEVANCE PROCEDURES

21 Grounds for Taking Disciplinary Action

- 21.1 If the Committee believes a Member—
- (a) has persistently refused or neglected to comply with a provision of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
- the Committee may, subject to compliance with Rule 21.4, by resolution—
- (c) expel the Member from the Association; or
 - (d) suspend the Member from the rights and privileges of membership of the Association that the Committee may decide for a specified period.
- 21.2 A resolution of the Committee under Rule 21.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Rule 21.4, confirms the resolution in accordance with this Rule.
- 21.3 A resolution Committee under Rule 21 does not constitute a grievance, and Rule 23 does not apply.

- 21.4 If the Committee passes a resolution under Rule 21.1, the Secretary must, as soon as practicable, serve a written notice on the Member—
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or before the date of that meeting written representations relating to the resolution.
- 21.5 Subject to the Act, at a meeting of the Committee mentioned in Rule 21.2, the Committee must—
- (a) give to the Member mentioned in Rule 21.1 an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by that Member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under Rule 21.1.
- 21.6 If the Committee confirms a resolution under Rule 21.5, the Secretary must, within 7 days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under Rule 22.
- 21.7 A resolution confirmed by the Committee under Rule 21.5 does not take effect—
- (a) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - (b) if within that period, the Member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with Rule 22.3.

22 Right of appeal of disciplined Member

- 22.1 A Member may appeal to the Association in General Meeting against a resolution of the Committee that is confirmed under Rule 21.5, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 22.2 On receipt of a notice under Rule 22.1, the Secretary must notify the Committee which must call a General Meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- 22.3 Subject to the Act, at a General Meeting of the Association called under Rule 22.2—
- (a) no business other than the question of the appeal may be transacted;
 - (b) the Committee and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present must vote by secret ballot on the question of whether the resolution made under Rule 21.5 should be confirmed or revoked.
- 22.4 If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under Rule 21.5, that resolution is confirmed.

23 Grievance Procedure and Mediation Process

- 23.1 The grievance procedure set out in this Rule applies to disputes under this Constitution between—
- (a) A Member and another Member; or
 - (b) A Member and the Association.
- 23.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under Rules 21 and 22 until the disciplinary procedure has been completed.
- 23.3 The parties to a dispute must meet and attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 23.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 23.5 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a Member and the Association, the matter will be referred to the Conflict Resolution Service or an equivalent independent body.
- 23.6 A Member can be a mediator.
- 23.7 The mediator must not hold a golfing membership of the Member who is a party in the dispute.
- 23.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 23.9 The mediator, in conducting the mediation, must—
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 23.10 The mediator must not determine the dispute.
- 23.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 5: GENERAL MEETINGS OF THE ASSOCIATION

24 Annual General Meetings

- 24.1 The Committee must convene an Annual General Meeting of the Association to be held within 5 months after the end of each Financial Year of the Association.
- 24.2 The Committee may determine the date, time and place of the Annual General Meeting.

- 24.3 The ordinary business of the Annual General Meeting is as follows—
- (a) To confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) To receive and consider—
 - (i) the Annual Report of the Committee on the activities of the Association during the preceding financial year;
 - (ii) the audited financial statements of the Association and auditor's report for the preceding financial year submitted by the Committee in accordance with the Act; and
 - (iii) Appointment of Auditors in accordance with Rule 63 and the Act.
 - (c) To elect the Members of the Committee.
- 24.4 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.
- 24.5 The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Committee's Report, the Auditor's Report and every other document required under the Act (if any).

25 Special General Meetings

- 25.1 Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- 25.2 The Committee may convene a Special General Meeting whenever it sees fit.
- 25.3 No business other than that set out in the Notice of Meeting may be conducted at the meeting.

26 Special General Meeting Held at Request of Members

- 26.1 The Committee must convene a Special General Meeting if a request to do so is made in accordance with Rule 26.2 by either at least 5 Members or 20% of the total number of Members, whichever is the greater.
- 26.2 A request for a Special General Meeting must—
- (a) Be in writing;
 - (b) State the business to be considered at the meeting and any resolutions to be proposed;
 - (c) Include the names and signatures of the Members requesting the meeting; and
 - (d) Be given to the Secretary.
- 26.3 If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- 26.4 A Special General Meeting convened by Members under Rule 26.3—
- (a) Must be held within 3 months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.

- 26.5 The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under Rule 26.3.

27 Notice of General Meetings

- 27.1 The Secretary (or, in the case of a Special General Meeting convened under Rule 26.3, the Members convening the meeting) must give to each Member of the Association entitled to attend the General Meeting, the Auditor and Committee Members at least 21 days' notice of any General Meeting.
- 27.2 The notice must—
- (a) Specify the date, time and place of the meeting
 - (b) Indicate the general nature of each item of business to be considered at the meeting;
 - (c) If a Special Resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) a list of all nominations received for Committee Member to be elected at the General Meeting.
 - (e) Comply with Rule 28.5.

28 Proxies

- 28.1 A Member entitled to vote may appoint another Member Delegate as its proxy to vote and speak on its behalf at a General Meeting.
- 28.2 The appointment of a proxy must be in writing and signed by an authorised representative of the Member making the appointment.
- 28.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the Member in any matter as they see fit.
- 28.4 If the Committee has not approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by an authorised representative of the Member.
- 28.5 Notice of a General Meeting given to a Member under Rule 27 must—
- (a) State that the Member may appoint another Member as a proxy for the meeting; and
 - (b) Include a copy of any form that the Committee has approved for the appointment of a proxy.
- 28.6 A form appointing a proxy must be given to the Chairperson of the General Meeting before or at the commencement of the General Meeting.
- 28.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the General Meeting.

29 Use of Technology

- 29.1 At the discretion of the Committee, a Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 29.2 For the purposes of this Part 5, a Member participating in a General Meeting as permitted under Rule 29.1 is taken to be present at the meeting and, if the Member votes at the General Meeting, is taken to have voted in person.

30 Quorum at General Meetings

- 30.1 No business may be conducted at a General Meeting unless a quorum of Members is present.
- 30.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 29) of 5 or 20% of the Members entitled to vote, whichever is the greater.
- 30.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
- (a) in the case of a meeting convened by, or at the request of, Members under Rule 26.3 the meeting must be dissolved;
 - (b) in any other case
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members within 7 days after the meeting.
- 30.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Rule 30.3(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

31 Adjournment of General Meeting

- 31.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 31.2 Without limiting Rule 31.1, a meeting may be adjourned—
- (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the Members more time to consider an item of business.
- 31.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 31.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 27.2.

32 Voting at General Meetings

- 32.1 On any question arising at a General Meeting—
- (a) Subject to Rule 32.3, each Member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) Except in the case of a Special Resolution, the question must be decided on a majority of votes.
- 32.2 If votes are divided equally on a question, the resolution is lost.
- 32.3 If the question is whether or not to confirm the Minutes of a previous meeting, only Members who were present at that meeting may vote.

33 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

34 Voting Procedure

- 34.1 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) The chairperson; or
 - (b) A simple majority of the Members.
- 34.2 Unless a poll is demanded under Rule 34.1, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Association's minutes of that General Meeting.
- 34.3 If a poll is duly demanded under Rule 34.1, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

35 Minutes of General Meetings

- 35.1 The Committee must ensure that Minutes are taken and kept of each General Meeting in accordance with the Act.
- 35.2 The Minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 35.3 In addition, the Minutes of each Annual General Meeting must include—
- (a) The names of the Members attending the meeting; and
 - (b) Proxy forms given to the Chairperson of the meeting under Rule 28.6; and
 - (c) The audited financial statements and auditor's report submitted to the Members in accordance with Rule 24.3 (b); and
 - (d) The certificate signed by 2 Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 6: THE COMMITTEE

36 Role and Powers

- 36.1 The business of the Association must be managed by or under the direction of a Committee.
- 36.2 The Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by General Meetings of the Members of the Association.
- 36.3 In addition to the powers under Rule 36.2, the Committee may—
- (a) Appoint and remove staff;
 - (b) Establish Sub-committees it considers appropriate;
 - (c) Seek assistance from any other person or persons it considers necessary to assist with the delivery of its Objects.

37 Composition of the Committee

- 37.1 The Committee consists of—
- (a) the office-bearers of the Association as provided in Rule 37.2; and
 - (b) 3 Ordinary Committee Members;
- each of whom must be elected under Rule 46 or appointed in accordance with Rule 50.
- 37.2 The office-bearers of the Association are—
- (a) the President; and
 - (b) the Vice-President; and
 - (c) the Secretary; and
 - (d) the Treasurer; and
 - (e) the Captain; and
 - (f) the Junior Golf Manager.
- 37.3 A member of the Committee may hold up to 2 offices (other than both the President and Vice-President offices).
- 37.4 Each member of the Committee holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

38 Power to make By-Laws

- 38.1 The Committee may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Association and the advancement of its Objects.
- 38.2 Such By-Laws must be consistent with this Constitution, the Constitution of Golf NSW, any By-Laws made by Golf NSW and any policy directives of the Committee.
- 38.3 A By-Law will not be effective until a copy of the By-Law, certified under the hand of the Secretary, has been distributed to all Members and such distribution may be achieved by publication of the By-Law on the Association's website.
- 38.4 Subject to Rule 38.3, all By-Laws are binding on the Association and all Members.

38.5 All By-Laws of the Association in force at the date of the approval of this Constitution (as long as such By-Laws are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.

38.6 A By-Law may be rescinded by the Committee or by a resolution passed by a simple majority at a General Meeting.

39 Delegation

39.1 The Committee may delegate to a member of the Committee, a Sub-committee, staff or person assisting the Committee, any of its powers and functions other than—

- (a) This power of delegation; or
- (b) A duty imposed on the Committee by the Act or any other law, or by resolution of the Association in general meeting.

39.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

39.3 Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.

39.4 Any act or thing done or suffered by a Sub-committee, staff or person assisting the Committee, acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.

39.5 The Committee may, in writing, revoke a delegation wholly or in part.

39.6 A Sub-committee may meet and adjourn as it considers appropriate.

40 Responsibilities of Committee Members

40.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.

40.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with this Constitution.

40.3 Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.

40.4 Committee Members must exercise their powers and discharge their duties—

- (a) In good faith in the best interests of the Association; and
- (b) For a proper purpose.

40.5 Committee Members and former Committee Members must not make improper use of—

- (a) Their position; or
- (b) Information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

40.6 In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

41 President and Vice-President

41.1 Subject to Rule 41.2 the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee meetings.

- 41.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) In the case of a General Meeting—a Member Delegate elected by the other Member Delegates present; or
 - (b) In the case of a Committee Meeting—a Committee Member elected by the other Committee Members present.
- 41.3 The President and Vice-President or their nominee shall be ex-officio members of any Sub-committee so appointed by the Committee.

42 Secretary

- 42.1 The Secretary must—
- (a) As soon as practicable after being appointed, lodge notice with the Association of his or her address;
 - (b) Perform any duty or function required under this Constitution or under the Act to be performed by the Secretary of an Incorporated Association;
 - (c) Keep Minutes of all appointments of Office-bearers and Committee Members;
 - (d) Keep Minutes of proceedings and the names of attendees at all Committee meetings and General Meetings of the Association;
 - (e) Maintain the register of Members in accordance with Rules 18 and 20;
 - (f) Keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with Rule 67; and
 - (g) Subject to the Act and this Constitution, provide Members with access to the register of Members, the Minutes of General Meetings and other books and documents.

43 Treasurer

- 43.1 The Treasurer must—
- (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (c) Make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds;
 - (d) Ensure cheques are signed by at least 2 Committee Members;
 - (e) Ensure that the financial records of the Association are kept in accordance with the Act; and
 - (f) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.
- 43.2 The Committee must ensure that at least one other Committee Member, in addition to the Treasurer, has access to the accounts and financial records of the Association.

44 Existing Committee

- 44.1 Committee Members of the Association in office immediately prior to the approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution.
- 44.2 After this Annual General Meeting the positions of Committee Members shall be vacated, filled and otherwise dealt with in accordance with this Constitution.

45 Nominations and Eligibility

- 45.1 At least 45 days prior to the Annual General Meeting, the Secretary must call for nominations to fill all positions on the Committee.
- 45.2 A nominee must be 18 years or over and a member of an Affiliated Golf Club to be eligible for election to a position on the Committee.
- 45.3 Nominations must be:
- (a) in writing and on the prescribed form (if any) provided for that purpose and identify the position or positions on the Committee for which the nominee is seeking to be elected;
 - (b) proposed and seconded by an Office-holder from two Affiliated Golf Clubs;
 - (c) certified by the nominee expressing his or her willingness to accept the position(s) for which he or she is nominated; and
 - (d) received by the Secretary at least 28 days before the date fixed for the Annual General Meeting.
- 45.4 A person who has nominated for a position and fails to be elected to that position at the Annual General Meeting may submit a nomination from the floor for any other position for which an election is yet to be held provided the nominee—
- (a) meets the eligibility criteria in Rule 45.2; and
 - (b) is proposed and seconded by a delegate from two Affiliated Golf Clubs present at the Annual General Meeting.

46 Election of the Committee

- 46.1 At the Annual General Meeting, the election of the Committee Members shall occur in the following order—
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Captain;
 - (f) Junior Golf Manager; and
 - (g) 3 Ordinary Committee Members.
- 46.2 A person may simultaneously hold more than 1 position on the Committee, other than the positions of President and Vice-President.
- 46.3 If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the Annual General Meeting from the floor provided the nominee—

- (a) meets the eligibility criteria in Rule 45.2;
 - (b) is proposed and seconded by a delegate from two Affiliated Golf Clubs present at the Annual General Meeting; and
 - (c) such evidence is presented to the meeting as is necessary to confirm the nominee's willingness to accept the position(s) for which he or she is nominated.
- 46.4 If insufficient further nominations are received, any eligible nominees are taken to be elected and any vacant positions remaining on the Committee are taken to be vacancies.
- 46.5 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated for those position(s) are taken to be elected.
- 46.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held in accordance with Rule 47.

47 Ballot

- 47.1 If a ballot is required for the election of a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot.
- 47.2 The returning officer must not be a person nominated for the position nor a member of an Affiliated Golf Club of which a candidate is a member.
- 47.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 47.4 The election must be by secret ballot.
- 47.5 The returning officer must give a blank piece of paper to—
- (a) Each Member Delegate present in person; and
 - (b) Each proxy appointed by a Member.
- 47.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 47.7 If the ballot is for more than one position—
- (a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) The voter must not write the names of more candidates than the number to be elected.
- 47.8 Ballot papers that do not comply with Rule 48.7 are invalid and not to be counted.
- 47.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 47.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 47.11 If the returning officer is unable to declare the result of an election under Rule 47.10 because 2 or more candidates received the same number of votes, the returning officer must conduct a further election for the position between the tied candidates in accordance with Rules 47.4 to 47.10 to decide which of those candidates is to be elected.

48 Term of Office

- 489.1 Subject to Rule 48.3 and Rule 49, a Committee Member holds office until the conclusion of the next Annual General Meeting.

- 48.2 A Committee Member may be re-elected.
- 48.3 A General Meeting of the Association may by Special Resolution remove a Committee Member from office.
- 48.4 A Committee Member who is the subject of a proposed Special Resolution under Rule 48.3 may make oral representations (not exceeding a reasonable length) to Members of the Association at the meeting at which the Special Resolution is to be proposed.

49 Vacation of office

- 49.1 A Committee Member may resign from the Committee by written notice addressed to the Committee.
- 49.2 In addition to when their term expires and they are not re-elected, a person ceases to be a Committee Member if he or she—
- (a) ceases to be a member of a Member of the Association; or
 - (b) fails to attend 3 consecutive Committee meetings without leave of absence under Rule 58; or
 - (c) dies; or
 - (d) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally; or
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health; or
 - (d) resigns their office in writing to the Association; or
 - (e) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest; or
 - (f) is removed by Special Resolution passed at a General Meeting under Rule 49.3; or
 - (g) after reasonable consideration by the Committee it determines the Committee Member: or
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Association; or
 - (ii) has brought themselves or the Association into disrepute, provided the Committee Member is first given the opportunity to make written or oral submissions to the Committee before a determination is made; or
 - (h) otherwise ceases to be a Committee Member by virtue of the Act.

50 Casual Vacancies

- 50.1 The Committee may appoint an eligible member of a Member of the Association to fill a position on the Committee that—
- (a) has become vacant under Rule 49; or
 - (b) was not filled by election at the last Annual General Meeting.
- 50.2 If the position of Secretary becomes vacant, the Committee must appoint a member of a Member of the Association to the position within 14 days after the vacancy arises.
- 50.3 Rule 48 applies to any Committee Member appointed by the Committee under Rule 50.1 or 50.2.

- 50.4 The Committee may continue to act despite any vacancy in its membership.
- 50.5 If the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum or to convene a General Meeting.

51 Meetings of the Committee

- 51.1 The Committee must meet as often as it deems necessary but no fewer than 6 times in each calendar year at the dates, times and places determined by the Committee.
- 51.2 The date, time and place of the first Committee meeting following the Annual General Meeting must be determined by the Members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the Members of the Committee were elected.
- 51.3 Committee meetings may be convened by the President or by any 4 Members of the Committee.

52 Notice of Committee Meetings

- 52.1 Notice of each Committee meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- 52.2 Notice may be given of more than one Committee meeting at the same time.
- 52.3 The notice must state the date, time and place of the meeting.
- 52.4 If a Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 52.5 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 52.1 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- 52.6 Any resolution made at the meeting must be passed by an Absolute majority of the Committee.
- 52.7 The only business that may be conducted at an urgent meeting convened under Rule 52.5 is the business for which the meeting is convened.

53 Use of Technology

- 53.1 A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- 53.2 A Committee Member participating in a Committee meeting as permitted under Rule 53.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

54 Quorum for Committee Meetings

- 54.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 54.2 The quorum for a Committee meeting is the presence (in person or as allowed under Rule 53) of a majority of the Committee Members holding office at the time of the Committee Meeting.

- 54.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 52.

55 Voting at Committee Meetings

- 55.1 On any question arising at a Committee meeting, each Committee Member present at the meeting has one vote.
- 55.2 A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- 55.3 Rule 55.2 does not apply to any motion or question which is required by this Constitution to be passed by an Absolute majority of the Committee.
- 55.4 If votes are divided equally on a question, the resolution is lost.
- 55.5 Voting by proxy is not permitted at Committee Meetings.
- 55.7 The Committee may pass a resolution without a Committee Meeting being held if the required majority of the Committee Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 55.8 Separate copies of the document may be used for signing by the Committee Members if the wording of the resolution and statement is identical in each copy.
- 55.9 The resolution is passed when the last Committee Member required to achieve the required majority signs.

56 Conflict of Interest

- 56.1 A Committee Member who has a material personal interest, either directly or through a related party, in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 56.2 The Committee Member—
- (a) Must not be present while the matter is being considered at the meeting; and
 - (b) Must not vote on the matter.
- 56.3 This Rule does not apply to a material personal interest—
- (a) That exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) That the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.

57 Minutes of Committee Meetings

- 57.1 The Committee must ensure that Minutes are taken and kept of each Committee meeting according to the Act and the *Corporations Act 2001* (Cth).
- 57.2 The Minutes must record the following—
- (a) The names of the Committee Members in attendance at the meeting;
 - (b) The business considered at the meeting;
 - (c) Any resolution on which a vote is taken and the result of the vote;
 - (d) Any material personal or related party interest disclosed under Rule 59.

58 Leave of Absence

- 58.1 The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding 3 months.
- 58.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

PART 7: FINANCIAL MATTERS

59 Source of Funds

- 59.1 The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- 59.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

60 Management of Funds

- 6101 The Association must open an account with a reputable and secure financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 60.2 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 60.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 60.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments in excess of the specified limit referred to in Rule 60.3 must be signed/authorised by 2 Committee Members.
- 60.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 60.6 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

61 Financial Records

- 61.1 The Association must keep financial records that—
- (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- 61.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 61.3 The Secretary must keep in his or her custody, or under his or her control—
- (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorised by the Committee.

62 Financial Statements

- 62.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 62.2 Without limiting Rule 62.1, those requirements include—
- (a) The preparation of the financial statements;
 - (b) The review or auditing of the financial statements in accordance with the Act;
 - (c) The certification of the financial statements by the Committee;
 - (d) The submission of the financial statements to the annual general meeting of the Association, which must include:
 - (i) an audited statement of the Association's accounts;
 - (ii) a copy of the auditor's report relating to those accounts; and
 - (iii) a report signed by 2 Committee Members stating the name of each member of the Committee, the principal activities of the Association and the net profit or loss of the Association for the relevant financial year.
 - (e) The lodgement of the financial statements and accompanying reports, certificates, statements and fee in accordance with the Act.
- 62.3 A properly qualified auditor or auditors shall be appointed by the Committee and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001* (Cth).
- 62.4 Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

PART 8—GENERAL MATTERS

63 Common Seal

- 63.1 The Association must have a Common Seal.
- 63.2 The name of the Association must appear in legible characters on the Common Seal;
- 63.3 A document may only be sealed with the Common Seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 Committee Members;
- 63.4 The Common Seal must be kept in the custody of the Secretary.

64 Official Address

The official address of the Association is—

- (a) The address determined from time to time by resolution of the Committee; or
- (b) If the Committee has not determined an address to be the registered address, the physical address of the Public Officer.

65 Indemnity and Insurance

- 65.1 Every person who is or has been:
- (a) a Committee Member; or
 - (b) Chief Executive Officer or equivalent (if any); or

(c) Public Officer,

is entitled to be indemnified out of the property of the Association against:

- (i) every liability incurred by the person in that capacity (except a liability for legal costs); 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 person becomes involved because of that capacity, unless:
 - (a) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (b) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

65.2 In addition to any insurance taken out by Golf NSW which extends to the Association's Committee Members and volunteers, the Association may affect and maintain such insurance as the Committee considers it desirable to maintain.

66 Notice Requirements

66.1 Any notice required to be given to a Member or a Committee Member under this Constitution may be given—

- (a) By handing the notice to the Member personally;
- (b) By sending it by post to the Member at the address recorded for the member on the register of Members; or
- (c) By email or facsimile transmission.

66.2 Rule 66.1 does not apply to notice given under Rule 52.5.

66.3 Any notice required to be given to the Association or the Committee may be given—

- (a) By handing the notice to a Member of the Committee; or
- (b) By sending the notice by post to the registered address; or
- (c) By leaving the notice at the registered address; or
- (d) If the Committee determines that it is appropriate in the circumstances-
 - (i) By email to the email address of the Association or the Secretary; or
 - (ii) By facsimile transmission to the facsimile number of the Association.

67 Custody and Inspection of Books and Records

67.1 Members may on request inspect free of charge—

- (a) The register of Members;
- (b) The Minutes of General Meetings;
- (c) Subject to Rule 67.2, the financial records, books, securities and any other relevant document of the Association, including Minutes of Committee meetings.

67.2 The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

67.3 The Committee must on request make copies of this Constitution available to Members and applicants for Membership of the Association free of charge.

67.4 Subject to Rule 67.2, a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.

67.5 For the purposes of this Rule—

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

(a) Its membership records;

(b) Its financial statements;

(c) Its financial records;

(d) Records and documents relating to transactions, dealings, business or property of the Association.

68 Winding Up and Cancellation

68.1 The Association may be wound up voluntarily by Special Resolution passed at a General Meeting of its Members.

68.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.

68.3 Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.

68.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

69 Alteration of Constitution

This Constitution may be altered, added to or rescinded only by Special Resolution of a General Meeting of the Association.
