



HORSHAM GOLF CLUB
EST. 1898

CONSTITUTION

2nd September 2024

HORSHAM GOLF CLUB LIMITED
ABN 65 004 252 519
ACN 004 252 519

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This is a template corporate constitution for a Victorian Golf Club (**Club**). To be able to use this template, the Club must be registered as a company limited by guarantee under the *Corporations Act 2001 (Cth)* (**Corporations Act**) and must comply with the Corporations Act.

This template has several text boxes that highlight options for Clubs or set out the rationale and/or explanation for particular clauses. There are also several comment boxes that cross-refer to the relevant sections of the Corporations 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 contains specific requirements under the *Corporations Act 2001 (Cth)*.

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

Every constitution should outline an organisation’s objects and powers, members and membership conditions, board structure, director appointments, meeting procedures, management of company documents, auditors, accounts, indemnity and insurance of directors, and the process of winding up. The incorporating act may also impose requirements concerning the duties of directors, 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 board. However, the board 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

HORSHAM GOLF CLUB LIMITED

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or **Annual General Meeting** means the Annual General Meeting of the Company required to be held by the Company in each calendar year under the Corporations Act.

A company limited by guarantee is a public company registered under the Corporations Act and must hold an AGM at least once in each calendar year and within 5 months after the end of its financial year (section 250N of the Corporations Act).

Appointed Director means a Director appointed under **clause 12.10**.

Chair means the person elected as the President of the Company at the AGM.

Committee means a committee established by the Directors under **clause 18.1**.

Company means Horsham Golf Club Limited (ACN 004 252 519).

Company Secretary means a person appointed as a company secretary of the Company by the Directors under **clause 17**.

A public company must have at least one company secretary. At least one company secretary must ordinarily reside in Australia (section 204A of the Corporations Act).

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.

The term "constitution" is defined in section 9 of the Corporations Act.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended from time to time and includes any regulations made under the Corporations Act and any exemption or modification to the Corporations Act that applies to the Company.

Director means a director of the Company and includes Elected Directors and Appointed Directors.

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

A public company must have at least three directors. At least two directors must ordinarily reside in Australia (s. 201A of the Corporations Act).

Elected Director means a director elected under **clause 12**.

FAR Committee means the Finance, Audit and Risk Committee established by the Directors under **clause 18.4**.

First Elected Directors mean the persons referred to in **clause 12.2(a)**.

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

GM means a person appointed as general manager of the Company by the Directors.

The title of the GM may vary – i.e., Chief Executive, General Manager, and Managing Director etc. If there is no GM, the Secretary may assume the GM’s responsibilities subject to resolution of the Directors.

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 Board.

Bowls means the sport and game of Bowls as defined by World Bowls with such variations, derivations and/or applications of the game as may be recognised by the Board from time to time.

Individual Member means a person admitted to the Company as a member under **clause 5** and includes Voting Member 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 Company or any activity of or conducted, promoted or administered by the Company.

R&A means the world governing body for Golf.

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

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

Nominations Committee means the Nomination Committee established by the Directors under **clause 12.54**.

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

Objects mean the objects of the Company in **clause 2**.

Official Position means, in connection with a body corporate or organisation, a person who has, directly or indirectly, a material ownership or financial interest in this body corporate or organisation.

Policy means a policy made under **clause 7.2** or **clause 19.1(a)**.

Policies include By-Laws and Regulations. Clubs should adopt GA’s National Integrity Framework and Code of Conduct at <https://www.golf.org.au/policies-and-by-laws>.

Registration means registration or affiliation of an Individual Member with the Company, 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 Company as required by **clause 5.2**. **Registered** has a corresponding meaning.

Special Resolution has the same meaning as that given to it in the Corporations Act.

Special Resolution is defined in section 9 of the Corporations Act.

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

Such meetings are expressly recognised by section 249S of the Corporations Act.

Voting Member means, in relation to a General Meeting, those 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;
- (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 body corporate, 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 Directors;
- (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 Corporations 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 Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

1.4 Board

The Directors have authority to interpret the meaning of this constitution and any matter relating to the Company on which the constitution is silent. Any interpretation must have regard to the Act, including any regulation made under the Act.

2. OBJECTS

The objects of the Club are important and must be carefully considered. The objects 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 Club to have broad objects.

The Objects of the Company shall be to:

- (a) conduct, encourage, promote, advance, control and manage the Club;
- (b) adopt, formulate, issue, interpret and amend Policies for the operation and management of the Club;
- (c) adopt and implement the strategic plan of Golf Australia and Bowls Australia from time to time subject always to the context and operations of the Company;
- (d) support and encourage integrity, ethics and values that promote community confidence in the Club;
- (e) encourage the provision and development of appropriate facilities for participation in Golf and Bowls at the Club;
- (f) maintain and enhance standards, quality and reputation of Golf and Bowls for the benefit and interests of Members;
- (g) promote the Club for commercial, government and public recognition and benefits;
- (h) promote, control, manage and conduct Golf and Bowls events, competitions, and championships at the Club;
- (i) encourage and promote widespread participation in Golf, Bowls, and physical activity;
- (j) ensure that Golf and Bowls are 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 Company.

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

3. POWERS

Solely for furthering the Objects, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out in section 124 of the Corporations Act.

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

4. INCOME AND PROPERTY OF THE COMPANY

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the Objects of the Company.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member or Director 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 Company; 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 Company by them.

Clauses 4.1, 4.2 and 26 establish the Company 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 are set out under this clause. The member categories and their respective rights and responsibilities may, of course, vary.

5.1 Categories of Members

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

- (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 Directors. Any category of Member created by the Directors under this **clause 5.1(c)** may not be granted voting rights.

5.2 Admission of Members

A person will become a Member, and the Directors will direct the Company Secretary to record their name, street address, email address, date of birth and date on which they became a Member, in the register of Members kept by the Company, 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 Directors, in which the Member undertakes to:

- (a) be bound by this Constitution and the Policies (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 Company in the encouragement and promotion of its Objects.

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

A company must keep a register of Members (section 168(1)(a) of the Corporations Act). The register must contain the Member's name and address and the date on which the Member's name was entered in the register (section 169 of the Corporations Act).

The Directors may establish a Policy providing greater detail of the actual process.

5.3 Members

- (a) Each Member will:
 - (i) do all that is reasonably necessary to enable the Objects to be achieved;
 - (ii) at all times act for and on behalf of the interests of the Company;
 - (iii) be bound by this Constitution and the Policies including any Code of Conduct;
 - (iv) act in good faith and loyalty to maintain and enhance the Company, its standards, quality, and reputation for the benefit of the Company;
 - (v) at all times operate with and promote mutual trust and confidence between the Company 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 Objects; 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 Company and its maintenance and development.

5.4 Life Members

- (a) Life Membership may be bestowed by the Company for longstanding and valued service to the Company.
- (b) Any Member may nominate another Member to the Directors for consideration for Life Membership.
- (c) The Directors will consider a nomination received under **clause 5.4(b)**. The Directors may recommend that, any individual nominated for Life Membership may be elected as a Life Member

at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5.2**.

- (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) The club can have a maximum of 4 playing life members.
- (g) Subject to **clause 5.2**, at the time of adoption of this Constitution, the Life Members of the Company shall be the persons listed in Schedule 1 to this Constitution.

5.5 General

- (a) The Policies 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 Company must keep a register of all Members in accordance with the Corporations Act.

See sections 168 and 169 of the Corporations Act.

- (c) No Member whose membership ceases has any claim against the Company or the Directors 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 Company 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 Objects and interests of the Association, Golf or Bowls; and/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 Company and that they are bound by this Constitution and the Policies;
- (b) they shall comply with and observe this Constitution and the Policies;
- (c) this Constitution and Policies are necessary and reasonable for promoting the Objects;
- (d) neither membership of the Company nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Company or its property or assets;
 - or

- (ii) any expectation by, or automatic right of, a Member to renewal of their membership of the Company; or
- (iii) subject to the Act and the Company acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (e) they are entitled to all benefits, advantages, privileges, and services of their membership as determined by the Board; and
- (f) they will not become a party to any suit at law or equity against the Company 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 Company.

5.7 Limited Liability

Members have no liability in that capacity except as set out in **clause 24**.

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 or the Policies;
- (d) if a body corporate, being dissolved or otherwise ceasing to exist; and
- (e) the Member no longer meeting the requirements for membership according to **clause 5**.

6.2 Resignation

- (a) Subject to **clause 6.2(b)**, for the purposes of **clause 6.1(a)**, a Member may resign as a member of the Company by giving 14 days written notice to the Directors.
- (b) A Member must not resign, and notice given under **clause 6.2(a)** 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 Policy. 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.
- (c) Where a Member resigns under this **clause 6.2**, they may in the discretion of the Directors be refunded any portion of their membership fees already paid for the relevant membership period. There is no obligation on the Directors to make a refund under this clause.

6.3 Forfeiture of Rights

A Member who, or which, ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors 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 Company whether under the Policies or under this Constitution.

Although not required for CLGs Clubs should consider developing policies in respect of these matters as soon as possible after adoption of this Constitution.

7.2 Policies

- (a) The Directors may make or adopt a Policy or Policies for the:
 - (i) hearing and determination of:
 - (A) complaints by a Member that feels aggrieved by a decision or action of the Company; and/or
 - (B) disputes between Members relating to the conduct or administration of Sport;
 - (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 Members.
- (b) The Directors may, in making or adopting a Policy 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 Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling, or frivolous) by a complainant (including a Director 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 Directors or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company; or
 - (iii) prejudiced the Company or brought the Company or themselves into disrepute,for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.
- (d) Parties involved in investigatory or disciplinary proceedings under this **clause 7**, may not participate in Company activities, pending the determination of such proceedings (including any available appeal) unless the Directors 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 Directors 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 Company the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

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

- (a) all rights of a Member including but not only the right to attend and vote at a General Meeting and the right to play at the Association's course(s) and the right to attend and use the Association's facilities are 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. If membership ceases under this **clause 8.2(b)** the Member must re-apply for membership in accordance with this Constitution and any relevant Policy.

8.3 Deferral or reduction of subscriptions

- (a) The Directors 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 Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Company 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 Directors.
- (b) If the Directors defer or reduce 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 Directors.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of the Company are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors.

See sections 250N to 250T of the Corporations Act.

9.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting as they think fit and must do so if required by the Corporations Act.

See section 249C of the Corporations Act.

- (b) The Voting Members may convene a General Meeting in accordance with the Corporations Act.

Section 249D of the Corporations Act sets out the circumstances where a General Meeting must be called at the request of Members and section 249E sets out the rights of Members to call a General Meeting.

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 Directors, and the auditor of the Company; and

See ss. 249H to 249M of the Corporations Act.

- (b) At least 45 days prior to the proposed date of the AGM, the GM will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

These timeframes are recommended as good practice but can be varied.

- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:

This is the minimum period specified under section 249H of the Corporations Act.

- (i) all information required to be included in accordance with the Corporations 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 Director in accordance with the Corporations Act; and

See section 249N of the Corporations Act.

- (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 Directors they may, if they think fit, cancel the meeting, 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 Corporations Act;
- (b) the Directors 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 Corporations Act.

See section 249J of the Corporations 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 Corporations 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 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.

This is consistent with section 249J of the Corporations Act.

9.11 Proxy voting not permitted

Proxy voting is not permitted at a General Meeting of the Company

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 10%.

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 Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director 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 Corporations 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.

See section 249M of the Corporations Act.

10.9 Questions decided by majority

Subject to the requirements of the Corporations 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 resolution is lost.

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 Company, 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 in accordance with the Corporations Act or 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.

Section 250L of the Corporations Act provides at least 5% of the members, or the chair, can demand a poll.

- (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 Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

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 the votes set out in this **clause 11.1**.
- (b) Each Voting Member will receive one vote.
- (c) No Member other than Life Members and Individual Members 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 Directors

This template includes a 'first past the post' system for electing Elected Directors, which is the simplest and easiest voting method to implement and tally. Alternatives for conducting ballots to elect the Elected Directors 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 which holds a Club liquor licence must provide that the Directors 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. The Voting Members should comprise at least 60% of the total membership of the Association.

- (a) Elections for Elected Directors shall be by ballot in accordance with this **clause 11.2** at the relevant General Meeting by such method as is determined by the Board.
- (b) The ballot for an election to fill one or more Elected Director 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 Director 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 Director 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 Director positions. If two or more nominees get the

same number of votes and at the relevant time, there is only one Elected Director position to be filled then the GM is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

This ballot system should be used where there is a desire to fill all Elected Director 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 Company 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. DIRECTORS

12.1 Number of Directors

- (a) There must be not less than seven Directors and not more than nine Directors. Up to seven (7) Directors may be elected by the Members and up to two Directors may be appointed by the Elected Directors. The Directors must include a:
 - (i) President;
 - (ii) Treasurer;
 - (iii) Secretary; and
 - (iv) Four General Directors
- (b) Subject to **clause 12.1(a)**, not more than seven Directors are to be elected by the Members (Elected Directors), and not more than two Directors are to be appointed under **clause 12.10**.

12.2 Transitional provisions

This clause is dependent on the transitional arrangements for the Board determined by the Club, including the existing number of directors and the number of directors that will constitute the Board under a new Constitution. The clause should be carefully drafted to address the preferred transitional period and arrangements, including how the number of directors will be reduced from the existing number to the new number, and the time for the transition to occur. If the existing Board is simply carrying on this can be deleted.

- (a) The First Elected Directors are:

- (i) Following the adoption of this constitution the current Directors will remain in office until the next AGM at which time the new board will be elected in accordance with this constitution.
- (ii) Procedures for the notification and conduct of the next AGM will be in accordance with this constitution.

12.3 Eligibility

- (a) For the period from the date of this Constitution a person that:
 - (i) is an employee of the Company; or
 - (ii) was GM of the Company at any time within the period beginning three years prior to the date of his/her proposed appointment or election as a Director, (each a disqualifying position) may not hold office as a Director.
- (b) A Director that accepts a disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.
- (d) The Directors may determine position or role descriptions or necessary qualifications for Director positions.
- (e) The Directors and Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Directors.

12.4 Nominations Committee

- (a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Directors, or the Members (as applicable) but only if this decision is unanimous.
- (b) The Nominations Committee shall comprise three persons, all appointed by the Directors including an independent chair, a Member representative and a Director or Director representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (c) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.
- (d) When assessing nominees for Director vacancies, the Nominations Committee must consider **clause 12.3(e)**.

12.5 Nomination for election

- (a) At least 45 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 Director position, the GM will request from Members nominations (that comply with this **clause 12.5** for elections to positions falling vacant, that must be received no later than 28 days prior to the AGM.

These time frames are recommended as good practice.

- (b) Any Member, Director or Committee may nominate a person to fill a vacancy in an Elected Director 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 Directors; and
 - (ii) signed by the nominator and nominee.

12.6 Term of office of Directors generally

- (a) Subject to **clauses 12.2, 12.6(b), 12.8, and 12.9**, an Elected Director will hold office for a term of two years.
- (b) Following adoption of this Constitution:
 - (i) four (4) Elected Directors; President, Treasurer and two General Directors shall serve for two (2) years;
 - (ii) three (3) Elected Directors; Club Secretary and two General Directors shall serve for one (1) year.

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

12.7 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, is eligible for re-election.

12.8 Elected Director elected at General Meeting

- (a) At a General Meeting:
 - (i) at which an Elected Director retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected Director, 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 12.8(c), and 12.13**, an Elected Director elected under this **clause 12.8** takes office at the end of the meeting at which they are elected for a period of two years.
- (c) An Elected Director elected under **clause 12.8(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

12.9 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.14**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 12.9(a)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may offer themselves for re-election.

12.10 Appointed Directors

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

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to two (2) persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the "Appointed Directors". Appointed Directors do not need to be Members to be appointed.
- (b) Subject to **clause 12.11**, an Appointed Director holds office for a term determined by the Directors not to exceed two (2) years and the appointment will be on such other terms as the Directors determine.
- (c) Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 12.13**) in the rank of the Appointed Directors on whatever terms the Directors decide.

12.11 Remuneration of Directors

A Director must not receive commissions on the sale of alcohol or be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- (a) paid by the Company for services rendered to it other than as a Director; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation, and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee, or the Company; or
 - (ii) otherwise engaged in the affairs of the Company.

12.12 Removal of Director

- (a) A Director may be removed by the Members in accordance with the Corporations Act.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 12.12(a)** cannot be re-appointed as a Director within three years of their removal.

This is permitted under section 203D of the Corporations Act.

12.13 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 12.12**;
- (c) 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;
- (d) resigns from office by notice in writing to the Company;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 12.3** and does not resign from that position within 30 days;

- (f) is absent at three consecutive Directors' meetings without leave of absence from the Directors;
or
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

12.14 Alternate Director

A Director cannot appoint an alternate.

The prohibition on the appointment of alternate directors is to ensure that only Elected Directors and Appointed Directors are involved in the Company's decision-making.

13. POWERS AND DUTIES OF DIRECTORS

The board'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 board'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 board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

13.1 Directors to manage the Company

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

13.2 Specific powers of Directors

Without limiting **clause 13.1**, the Directors may exercise all the Company'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 Company or of any other person.

13.3 Time, etc

Subject to the Corporations 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 Directors may at their absolute discretion extend that time, period, or date as they think fit.

13.4 Delegation of powers

The delegations clause recognises that the board must delegate functions and tasks to the GM or other employees of the Company. This clause sets out how such delegations should be made and how they operate.

- (a) Without limiting **clause 16.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the GM or any employee of the Company or any other person as they think fit.
- (b) Any delegation by the Directors 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 Directors.

A company operates by the directors delegating their powers to officers of the company or other persons. The delegation must be recorded in the minute books of the Company: section 251A of the Corporations Act.

13.5 Code of Conduct and Board Charter

The Directors must:

- (a) adopt a code of conduct for Directors and a Board charter; and
- (b) periodically review the code of conduct and Board charter considering the general principles of good corporate governance.

13.6 Strategic Plan

The Directors must develop and adopt a strategic plan as revised from time to time. The strategic plan should seek to align with the strategic plans of Golf Australia and Bowls Australia.

14. PROCEEDINGS OF DIRECTORS

14.1 Directors' meetings

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

14.2 Questions decided by majority

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

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 Directors present in person and/or via technology as determined by the Directors constitutes a quorum.

14.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.

- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors 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 Director may, and the GM on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone or electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Company in person or by post or by telephone or electronic means.
- (d) A person who attends a meeting of Directors 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 Directors 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 Directors.

14.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) 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 Directors 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 Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 14.7(a)** and is taken to be signed when received by the Company in legible form.
- (c) The resolution is passed when the last Director signs.

14.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, 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.

14.9 Directors' Interests

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Directors must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in **clause 14.9(a)**.
- (c) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' 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 Directors.

- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The GM shall maintain a register of declared interests.

14.10 Minutes

The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

See section 251A of the Corporations Act, that specifically refers to general meetings, directors' meetings, and resolutions passed by members or directors without a meeting (i.e., circulating resolutions).

15. VIRTUAL MEETINGS

15.1 Virtual Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Virtual Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Corporations 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 Company:

- (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 always have formed part of a quorum 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. GENERAL MANAGER

16.1 Appointment of a GM

The Directors may appoint a GM and review their performance in accordance with a GM performance review process adopted by the Board.

16.2 Powers, duties, and authorities of a GM

- (a) The GM holds office on the terms and conditions (including as to remuneration) and with the powers, duties, and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the GM are always subject to the control of the Directors.

16.3 Suspension and removal of a GM

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the GM from that office.

16.4 Delegation by Directors to a GM

The Directors may delegate to the GM the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes, and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the GM.

The Directors should delegate these and other powers and responsibilities to the GM.

16.5 GM to attend meetings

The GM is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meetings of the Directors and any Committee and may speak on any matter but does not have a vote.

17. COMPANY SECRETARY

17.1 Appointment of a Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

See sections 188 and 204A-204G of the Corporations Act.

17.2 Suspension and removal of a Company Secretary

The Directors may suspend or remove a Company Secretary from office.

17.3 Powers, duties, and authorities of a Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties, and authorities, delegated to them by the Directors.

18. COMMITTEES

18.1 Committees

The delegation's clause recognises that the board 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 Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals, and consultants), and may vary or revoke any delegation.

18.2 Powers delegated to Committees

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

18.3 Committee meetings

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

18.4 FAR Committee

- (a) A FAR Committee should be established by the Directors.
- (b) The composition, duties and functions of the FAR Committee should be defined in the FAR Committee terms of reference.

19. POLICIES AND BYLAWS

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

19.1 Making and amending Policies and Bylaws

- (a) In addition to policies made under **clause 7.2**, the Directors 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 Company's affairs.

The Directors may amend, interpret, repeal, and replace any Policy or Bylaw.

- (b) Unless otherwise stated in the Policy any Policy or Bylaw referred to in **clauses 7.2** and **19.1(a)** will take effect 7 days after the service of the Policy on the Member and shall be in force and effect on that date.

19.2 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.

19.3 Existing rules

All clauses, rules, by-laws, 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, by-laws, regulations, and such policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Policies under **clause 19**.

20. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of the Company (including registers kept by the Company) except as required by law.

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

21. ACCOUNTS

21.1 Accounting Records

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

This is consistent with Chapter 2M of the Corporations Act.

21.2 Auditor

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

A small company limited by guarantee (CLG) (tier 1)¹ or a tier 2 CLG² whose directors believe that the financial reports of the company will be reviewed instead of audited does not need to appoint a registered to appoint a registered company auditor. See footnote 3³ for larger CLG.

¹ A company is a small company limited by guarantee in a particular financial year if: (a) it is a company limited by guarantee for the whole of the financial year, (b) it is not a deductible gift recipient at any time during the financial year, and (c) its revenue (or consolidated revenue if that applies) for the financial year is less than \$250 000. Where directed by a member of the company or ASIC, a small CLG must prepare (i) annual financial reports and (ii) a directors' report with specific disclosure as set out in Section 300B of the Corporations Act which are (A) prepared in accordance with Chapter 2M and (B) audited or reviewed. The company must notify members of the annual financial report.

² Companies limited by guarantee with annual (or consolidated) revenue of less than \$1 million must prepare (a) annual financial reports and (b) a directors' report with specific disclosure as set out in Section 300B of the Corporations Act which are (i) prepared in accordance with Chapter 2M and (ii) audited or reviewed. The annual financial report must be given to any member who elects to receive them.

³ Company limited by guarantee with annual (or consolidated) revenue of \$1 million or more must prepare (a) annual financial reports and (b) a directors' report with specific disclosure as set out in Section 300B of the Corporations Act which are (i) prepared in accordance with Chapter 2M and (b) audited. The annual financial report must be given to any member who elects to receive them.

22. SERVICE OF DOCUMENTS

22.1 Document includes notice

In this **clause 22**, document includes a notice.

22.2 Methods of service on a Member

The Company 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.

22.3 Methods of service on the Company

A Member may give a document to the Company 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 Company.

22.4 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.

22.5 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 other electronic transmission; and
- (b) have been delivered on the business day following its transmission.

23. INDEMNITY

23.1 Indemnity of officers

(a) This **clause 23** applies to every person who is or has been:

- (i) a Director, GM or Company Secretary of the Company; and
- (ii) another officer, employee, former officer or former employee of the Company or of its related bodies corporate as the Directors 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 23**.

(b) The Company will indemnify each Indemnified Officer out of the property of the Company against:

- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Company or of a related body corporate of the Company; 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 Company or of a related body corporate of the Company,

unless:

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

This is consistent with section 199A of the Corporations Act.

23.2 Insurance

The Company 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 Company or of a related body corporate of the Company including a liability for legal costs, unless:

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

23.3 Deed

The Company may enter a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 23.1** on the terms the Directors think fit (as long as they are consistent with **clause 23**).

24. WINDING UP

24.1 Contributions of Members on winding up

- (a) Each Voting Member maybe be required to contribute to the Company's property if the Company 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 Company'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 Company's property if the Company is wound up.

24.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Company, 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 objects similar to those of the Company; 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.

25. **LIQUOR AND GAMING CONTROL**

Clubs will need to ascertain what type of liquor licence they hold to determine whether these and any other constitutional clauses are required to be included.

- (a) A visitor to the Company'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 Company admits [authorised gaming visitors](#), an [authorised gaming visitor](#) admitted in accordance with the Policies.
 - (b) The Company must keep records of [guests](#).
 - (c) If a venue operator's licence is in force for the Company'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 comply with any relevant rules of the Company whilst on the [licensed premises](#).
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SCHEDULE 1

Life Members (at date of Constitution)

- Bob Hayes
- Joyce Mills
- Ken Breuer
- Sandra Savage