



# **Sea View Golf Club (Inc)**

# **Constitution**

**Amended  
February 2012**

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# PART ONE – Introduction

## Name, Location and Purpose

- 1.1 The name of the Club is the Sea View Golf Club (Inc), hereinafter referred to as “the Club”, situated on Class “A” Reserves A6613 and A1664 at Cottesloe, Western Australia , for the purpose of community recreation as enabled by the Land Act of 1933.

## Description

- 1.2 The Club shall be an association incorporated under the Associations Incorporation Act 1987.

## Objectives

- 1.3 The objectives of the Club are:
- 1.3.1 To conduct a golf club and to provide a golf course, a clubhouse and associated facilities for the use of members and visitors.
  - 1.3.2 To promote, encourage and foster the playing of the game of golf and to provide all things incidental to the attainment of these objects.
  - 1.3.3 To operate and maintain the course in accordance with the terms and conditions contained in the lease from Cottesloe Town Council and the Management Plan as agreed between the Club and Cottesloe Town Council.
  - 1.3.4 To apply the property and income of the club solely towards the promotion or objects of the club and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to members of the club, except in good faith for the promotion of those objects or purposes.
  - 1.3.5 To promote, encourage and foster junior golf.
  - 1.3.6 To maintain the golf course as a focal point within the Town of Cottesloe.
  - 1.3.7 To maintain the reserves as a scenic and sustainable amenity for the local community.

## Definitions and Interpretation

1.4 In this Constitution unless the contrary intention appears, “**accounts**” means profit and loss account, income and expenditure account and balance sheets, and includes statements, reports and notes attached to or intended to be read with any of these profit and loss accounts and balance sheets.

“**Board**” means the Board of Management of the Club as defined in clause 3.1 of this Constitution.

“**Liquor Act**” means the Liquor Licensing Act 1988.

“**member**” unless otherwise qualified, means a member of any category/class of membership, male or female, as set out in this Constitution.

“**the Act**” means the Associations Incorporation Act 1987.

“**voting members**” means members who are eligible to vote at any Annual or Special General Meeting being;

- 1.) Ordinary Members
- 2.) Life Members
- 3.) Six Day Members
- 4.) Intermediate Members

The following category of membership will not be entitled to vote at any Annual or Special General Meeting

- 1.) Country Members
  - 2.) Junior Members
  - 3.) Sunday Members
  - 4.) Honorary Members
  - 5.) Restricted 6 Day Members
  - 5.) Non-Playing/Social Members
  - 6.) Absentee Members
- 1.5 In this Constitution, if not inconsistent with the subject or the context, words denoting any gender shall include all genders, and words denoting the singular number shall include the plural and vice versa.
- 1.6 A reference to any statute in this Constitution includes a reference to that statute as amended, repealed, consolidated or substituted and includes orders, ordinances, regulations, rules and by-laws made under or pursuant to that statute.
- 1.7 Any By-Laws made by the Board or any decision by the Board on the construction or interpretation of the Constitution or of any By-law made pursuant thereto shall be subject to confirmation or revision by the members of the Club in General Meeting or by a Court, having appropriate jurisdiction in Western Australia. Any such decisions shall be binding on all members of the Club.

#### **Amendments to the Constitution**

- 1.8 This Constitution may not be amended, suspended or substituted except by a Special Resolution passed by a majority of not less than three fourths (75%) of the total votes cast by members present and entitled to vote at a General Meeting held for that purpose.
- 1.9 The notice of motion of a Special Resolution proposing an amendment to or suspension or substitution of the Constitution shall be lodged with the General Manager and posted on the Club Notice Board thirty (30) days before the date of the General Meeting.
- 1.10 The General Manager shall as soon as practicable after the posting on the Club Notice Board of notice of motion provide the Director of Liquor Licensing with certified particulars of the notice of motion and effect shall not be given to any change in the Constitution without the prior approval of the Director.
- 1.11 Within one month after making any alteration to the Constitution, the Board shall provide the Commissioner for Corporate Affairs with the notice of Special Resolution setting out particulars of the alteration and a certification on the form required by the Act.

# **PART TWO – Membership**

## **Section One: Categories, Classes and limits**

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### **Categories General**

- 2.1 Membership of the Club shall not be admitted except as an Ordinary Member, Six Day Member, Restricted 6-Day Member, Life Member, Country Member, Intermediate Member, Junior Member, Sunday Member, Nine Hole Member, Honorary Member, Non-Playing / Social Member, Absentee Member, and Temporary Member. Only a person who has attained the age of eighteen (18) years shall be eligible for election to any one of these categories except as Junior Member, the age limits for which shall be over twelve (12) years and under 18 years. Younger age groups for Junior Members may be considered by the Board of Management.

### **Ordinary Membership**

- 2.2 Ordinary members shall pay the maximum annual subscription and shall be entitled to exercise all the rights and privileges of the Club including voting rights and eligibility to stand for positions on the Board. They may play on the course at any time except for competitions for which the member is ineligible as determined by the Match Committee.

### **Restricted Ordinary Membership**

- 2.3 Restricted Ordinary Members have the full privileges of the clubhouse but have restricted use of the course as decided by the Match Committee according to the availability of playing times. They may nominate for election to the Board and are entitled to vote at any General Meeting.

### **Six Day Membership**

- 2.4 Six-Day members are entitled to the full privileges of the clubhouse at any time and the use of the course on every day with the exception of Saturday and at other times as determined by the Match Committee. Six Day Membership is open to all members. They are entitled to vote at any Annual or General Meetings and are eligible to stand for positions on the Board.

### **Restricted 6 Day Membership**

- 2.5 Persons who find that they cannot complete a full 18 hole round of golf because physical disability may be elected to Restricted 6 Day Membership allowing them full use of the Clubhouse facilities but restricting their use of the course to two rounds of nine (9) holes per week on two days and at a time determined by the Match Committee.
- 2.6 Restricted 6 Day Members may not be elected to the Board nor cast a vote at any General Meeting.

### **Nine Hole Membership**

- 2.7 Nine Hole Members are entitled to the full privileges of the clubhouse at any time. Their use of the course is restricted to two rounds of nine (9) holes per week on Tuesdays and Thursdays. Nine hole competition rounds are allowed. Public holiday play is not included. The number of members downgrading from other membership categories may be limited at the discretion of the Board.

- 2.8 Nine Hole Members may not be elected to the Board or cast a vote at any general meeting

### **Life Membership**

- 2.9 On the recommendation of the Board, to the next Annual General Meeting, a member who has rendered outstanding service to the Club may be appointed a Life Member by a resolution passed at that meeting.
- 2.10 There shall be no more than ten (10) living Life Members at any one time unless otherwise deemed by the members in General Meeting. Life Members shall have all the rights and privileges of an Ordinary Member and shall not be liable for payment of subscriptions, levies or other charges. They are entitled to vote at the Annual General Meeting and General Meetings and are eligible to stand for positions on the Board.

### **Country Membership**

- 2.11 Country Membership is restricted to persons resident not less than eighty (80) kilometres from the Club and who have no regular residence nearer the Club. If they cease to reside at or beyond that distance they may, subject to Board approval, transfer to another category of membership to which they would otherwise be eligible on payment of the difference in subscription already paid and that payable for that category to date of transfer. Country members shall have the same rights and privileges as an Ordinary member (other than voting rights and eligibility to stand for positions on the Board) except that they shall be only eligible to play a maximum of eight (8) competitions per annum. They shall not be eligible for election to the Board and may not cast a vote at any General Meeting.

### **Intermediate Membership**

- 2.12 Any person who has attained the age of 18 years, but is under the age of 26 years, prior to the start of the Club financial year may be proposed and elected as an Intermediate Member. Intermediate Members shall have the full privileges of the clubhouse. Intermediate Members shall have the playing rights of an Ordinary Member. They may nominate for election to the Board and are entitled to vote at any Annual General or Special General Meeting.

### **Junior Membership**

- 2.13 Any person who has attained the age of 12 but is under the age of 18 years prior to the start of the financial year at the Club may be proposed and elected as a Junior Member in the same way as Ordinary Members. The rights of play of a Junior Member shall be determined by the Match Committee. They may not nominate for election to the Board and are not entitled to vote at any General Meeting.
- 2.14 A Junior Member shall be entitled to make use of the clubhouse but shall only use the licensed area in the company of an adult person in authority over him and may only remain in the Bar area whilst they or the adult person have reasonable refreshment.

### **Sunday Membership**

- 2.15 Sunday Members are entitled to the full use of the clubhouse facilities at any time and the use of the course on Sunday and Public Holidays except for competitions for which they are not eligible as determined by the Match Committee.

- 2.16 Sunday Members are not eligible for election to the Board and may not cast a vote at any General Meeting.

### **Honorary Membership**

- 2.17 The Governor of Western Australia and the Presidents, Captains and Managers or Secretaries of other Golf Clubs may be elected Honorary Members for one year with the privilege of playing on the course and of using the clubhouse facilities at any time. Other persons may be elected as Honorary Members as decided by the Board.
- 2.18 Honorary Members shall not be required to pay any nomination fees, annual subscriptions, levies or other charges except as may be determined by the Board and prescribed in the By-laws from time to time. They may not attend General Meetings or vote or take part in the business of the Club.

### **Non-Playing/Social Playing Membership**

- 2.19 Any person who has attained the age of eighteen (18) years may be elected as a Non-Playing/Social Playing Member and be entitled to the clubhouse facilities only, but may, on payment of a green fee, play upon the course other than in club competitions. Any Non-Playing/Social Playing Member who is admitted for the first time and later elects to change to another category of membership will be required to pay full entrance fees for that particular membership category.
- 2.20 Non-Playing/Social Playing Members may not nominate for election to the Board nor cast a vote at any General Meeting.

### **Absentee Membership**

- 2.21 Any member who because of changes in employment or for other reasons as may be prescribed in the By-laws, will be absent from the Club for a minimum period of three (3) consecutive months may apply in writing to the Board to be placed upon the absentee list of the category of membership to which he belongs. During such absence, if approved, the member shall be liable to pay a reduced subscription fee as provided in Clause 4.2 of this Constitution.

### **Temporary Membership:**

- 2.22 A person who is on any day visiting the club as a member or an official of, or a person assisting a team that is to contest a pre-arranged event in that sport on that day or at the invitation of a member to engage in that sport on that day, may be taken to be a person who is afforded temporary membership on that day.”

### **Membership Limits**

- 2.23 The Board may at any time decide that the number of members in any category shall be limited. Any such limits decided by the Board shall be prescribed in the By-laws.

## **Section Two: Election of Members**

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### **Nominations**

- 2.24 Every candidate for membership, except Life, or Honorary Members, shall be given a copy of this Constitution and By-laws and shall be proposed by one and seconded by another member of the Club, both of whom shall have been members of the Club for

a period of not less than six (6) months and to both of whom the candidate shall be personally known.

- 2.25 The Board may consider applications from persons not known to club members. In these cases the candidates may be proposed and seconded by members of the Board.

### **Applications in Writing**

- 2.26 Every application for membership shall be made in writing, signed by the candidate and his proposer and seconder and shall be on the form provided for the purpose from time to time by the Club and obtainable from the General Manager.

### **Particulars on Notice Board**

- 2.27 Each application form shall be posted on the Club Notice Board for at least fourteen (14) days prior to the day on which the candidate comes up for election. If during this time a member objects to a candidates application, full details of the reasons for such objection shall be submitted in writing by the member to the General Manager for consideration by the Board.

### **Consideration and Approval of Application**

- 2.28 All applications for membership shall be considered by the Board and accepted or rejected by a majority vote. Any candidate whose application for membership is rejected shall not again be eligible for nomination unless the Board otherwise determines.

### **Enrolment of New Members**

- 2.29 On election of a member the General Manager shall at once give the member notice thereof and subject to the payment of any nomination fee, subscription, affiliation fees and any other monies due, the person shall be enrolled as a member of the Club on the register from that date.

## **Section Three: Discipline, Expulsion and Resignations**

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### **Liability of Members**

- 2.30 Any member shall be liable to censure or suspension by the Board if that member refuses or neglects to comply with this Constitution or any By-law of the Club or any order or direction by the Board or of any General Meeting or is guilty of any act or conduct detrimental to the interest of the Club or other members.

### **Board Meeting Hearings**

- 2.31 The Board shall deliver in person or send a notice to the member's recorded address advising the member of any charges, the time, place and date of the Board meeting at which the question shall be determined and particulars of the member's alleged offence or conduct. At least seven (7) days notice of such meeting shall be given and if the member fails to attend, the Board shall proceed and decide the case as if the member was present.



### **Censure/Suspension**

- 2.32 If after hearing the evidence the Board considers that the charge is sustained, it may censure the member or suspend the member for a specified period not exceeding twelve (12) months during which the member is denied access to any or all privileges, facilities and rights of the Club.

### **Expulsion**

- 2.33 If, in the opinion of the Board, a member's action is so detrimental to the interests of the Club that expulsion is warranted, the Board, in its discretion and after due consideration of all evidence, may expel the member from the Club's premises including the course
- 2.34 Notwithstanding any such expulsion, the member so expelled shall be liable to the Club for all monies due by the member at the time of expulsion.
- 2.35 The expelled member (provided that member is financial), shall have the right to appeal by calling a Special General Meeting, in accordance with Rules 5.3 and 5.4, to have the matter determined. Any such determination shall be final and binding.
- 2.36 No person shall be entitled to take action or proceedings against the Club or in respect of any such censure, suspension or expulsion and must conform to the decision of the Board or Special General Meeting. An expelled member forfeits all rights to be nominated for membership at any future date.

### **Resignation of Members**

- 2.37 Any member wishing to resign from the Club shall give notice of such intention in writing to the General Manager on or before the first day of January next occurring. Otherwise the member shall be liable to pay the full applicable subscription for the current financial year or such an amount, not exceeding the full subscription, as may be decided by the Board.

## **PART THREE - Management**

### **Section One: Structure**

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#### **The Board of Management**

- 3.1 The Board of Management shall be responsible for the management of the Club and shall consist of President, Vice President, Men's Captain, Men's Vice Captain, Women's Captain, Treasurer, General Manager, and two Directors.

The positions of President, Vice President, Men's Captain and Men's Vice Captain can only be filled by an Ordinary or Life Member. All other positions can be filled by members holding membership categories of Ordinary, Six Day and Life. Only male members can hold positions of Men's Captain and Men's Vice Captain and only a female member can hold the position of Women's Captain.

- 3.2 The General Manager shall be a paid employee of the Club appointed by the Board and shall have the right to speak at any meeting but not to vote.

### **Management Committees**

- 3.3 In order to assist and advise the members of the Board in the performance of their duties and exercise of their rights and powers the Board may appoint Management Committees as standing committees to manage specific aspects of Club activity such as Finance, Membership, Course, House, Social and Match. In addition, ad hoc committees such as Futures and Governance may be established by the Board to address specific needs.

### **Composition of Management Committees**

- 3.4 Each Management Committee shall comprise as many members as the Board shall from time to time determine. The chair of each standing committee shall be a Board member. The chair of an ad hoc committee need not be a Board member. The other members of these Committees may be appointed by the Board on the recommendation of the relevant Committee chairman from other Club members who, in the opinion of the Board, can provide special services or knowledge.

### **Eligibility for Appointment**

- 3.5 All Ordinary, Six Day, Life and Intermediate Members shall be eligible to be appointed by the Board or to stand for election to vacant positions on any of the Management Committees providing that candidates for election have been members of the Club for a minimum of **two (2) years** and are financial at the time

### **Notification of Appointments**

- 3.6 Particulars of all prospective Management Committee appointments shall be posted on the club notice board at least fourteen (14) days before their consideration by the Board.

### **Powers and Functions**

- 3.7 Management Committees shall exercise such powers and perform such functions as determined by the Board and as may be prescribed in the By-laws from time to time and ratified by the Board.

### **President Ex-officio**

- 3.8 The President of the Club shall be an ex-officio member of all Management Committees.

### **Women's Committee**

- 3.9 Women members shall have the power, subject to authorisation by the Board, to elect their own committee and arrange all affairs relating to the management and administration of golf activities for women members of the Club but only in accordance with this Constitution and as prescribed in the By-laws from time to time. Any rules adopted by the Women's Committee in the exercise of such powers shall be subject to the approval of the Board.
- 3.10 In so far as their affairs in any way affect other members whether directly or indirectly, the Women's Committee shall seek instruction from the Board or the appropriate Management Committee or both

## **Section Two: Election and Nomination of Members of the Board**

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### **Election by Ballot**

3.11 Except as provided in Clause 3.14 below, all members of the Board except for the General Manager shall, subject to this Constitution and procedures prescribed in the By-laws from time to time, be elected by secret ballot, by proportional voting at the Annual General Meeting of members and shall hold office subject to this Constitution and the By-laws as follows:

The President, Vice President, Men's Captain, Men's Vice Captain and Women's Captain shall be elected for a term of two years. The positions of Vice President and Men's Captain shall be elected in alternate years to the election of the President, Women's Captain and the Treasurer.

All other positions are elected for a term of two years

Retiring members may nominate for re-election except that no member shall hold the office of President for more than six (6) consecutive years.

### **Assumption of Appointments**

3.12 Elected members of the Board shall assume their appointments at the conclusion of the Annual General Meeting at which their election is declared.

### **Nominations**

3.13 Nomination for members of the Board shall be in writing on forms available from the General Manager and signed by two members who are eligible to vote and the nominee, and must be in the hands of the General Manager at least fourteen (14) days prior to the Annual General Meeting. The duly completed nomination forms will be displayed on the Club Notice Board until the date of election.

3.14 If no more persons are nominated for any office than there are vacancies, the Chairman of the Annual General Meeting shall declare such persons duly elected. If sufficient candidates are not nominated to fill the vacancies, the Board shall fill the vacancy at its next meeting.

### **Casual Vacancy**

3.15 Any vacancy occurring during the period of office of members of the Board, shall be filled by the Board, and any person so appointed shall retain office until the next Annual General Meeting.

### **Vacation of Office**

3.16 The office of any member of the Board except the General Manager shall be deemed vacated if the person filling it:

- 3.16.1 ceases to be a member of the Club, or
- 3.16.2 holds any place of profit under the Club, or
- 3.16.3 becomes bankrupt or assign his estate in pursuance of any statute relating to bankruptcy or insolvency for the time being in force in the State of Western Australia, or
- 3.16.4 takes up permanent residence outside the State of Western Australia, or
- 3.16.5 fails to attend three consecutive monthly meetings of the Board without leave of absence, or

- 3.16.6 if convicted on indictment of an offence against any Australian law, or any other law in connection with fraud or theft.

### **Section Three: Responsibilities and Powers of the Board**

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#### **General**

- 3.17 The Board shall direct the management and control of all the business and finances of the Club and shall exercise such powers as are prescribed in this Constitution and By-laws that are not required to be dealt with by the members in General Meeting and generally do everything in their power to further the objects of the Club. It shall have power to engage control and dismiss Club employees.

#### **Declaration of Interest**

- 3.18 Any member of the Board who has a pecuniary or other interest in a matter that the Board may be considering must declare their interest and not vote on any motion relating to that matter.

#### **Board Meetings and Quorums**

- 3.19 The Board shall meet at least once per month unless otherwise determined by the Board. No business shall be transacted at any Board meeting unless a quorum is present at the place and time the meeting proceeds to business. Four (4) members of the Board actually present at a meeting shall form a quorum.

#### **Annual Budget**

- 3.20 The Board shall cause to be prepared a budget of projected income and expenditure in advance of each financial year. An explanatory summary of the budget and any subsequent variation thereto shall be placed on the Club Notice Board for the information of the general body of members at least fourteen (14) days prior to the Annual General Meeting.

#### **Delegates**

- 3.21 The Board may appoint an Ordinary, Six Day, Intermediate or Life Member as a delegate of the Club at meetings of relevant golf related associations or other bodies.

#### **General Powers of the Board**

- 3.22 The Board may exercise all such powers and do all such things as are permitted under this Constitution and which are not hereby or by statute required to be done by members in General Meeting. These powers include the making of By-laws in respect of any matter within the power of the Club or of the Board, but subject nevertheless to the provisions of any Western Australian laws and the Constitution and directions given from time to time by the members in General Meeting.
- 3.23 The power to make By-laws under this Constitution shall include the power to rescind or vary any By-law.

#### **Particular Powers of the Board**

- 3.24 In addition to all other powers contained in this Constitution, the Board shall have the authority to:-

- 3.24.1 Borrow or raise money and give security or authorise security to be given on behalf of the Club provided that the Board shall not borrow a sum exceeding \$25,000 in any one year without sanction of a General Meeting.
- 3.24.2 Improve, manage, develop, sell, exchange, dispose of, turn to account or otherwise deal with any part of the Club's property.
- 3.24.3 Arrange all tournaments, competitions and matches and to fix dates therefore.
- 3.24.4 Interpret the Constitution for all purposes such interpretation to be final unless rescinded by a General Meeting.
- 3.24.5 To fix competition and green fees and similar charges.
- 3.24.6 To permit the use and enjoyment of the course and clubhouse by the members of the public and by members of other organisations on such conditions as it shall approve.

### **Appointment of Professional**

- 3.25 The Board shall have the power to appoint an appropriately qualified professional golfer to be the Club Professional under terms and conditions determined by the Board.

### **Appointment of Patron**

- 3.26 The Board shall have the power to invite a suitable person to be Patron of the Club and to determine the period of such appointment. The appointment of Patron shall be subject to the concurrence of members in General Meeting.

## **Section Four: Responsibilities of Members of the Board**

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### **Responsibilities of President**

- 3.27 The President shall be the principal officer of the Club and Chairman of the Board. The President or an appointed delegate shall represent the Club as appropriate, at meetings or relevant golf related organisations and associations. He shall be an ex-officio member of every Management Committee appointed by the Board.

### **Responsibilities of the Vice President**

- 3.28 The Vice President shall deputise for the President when necessary, and as a member of the Board, participate in the overall management of the Club.

### **Responsibilities of the Treasurer**

- 3.29 The Treasurer shall chair the Finance Committee and as a member of the Board participate in the overall management of the Club.
- 3.30 The Treasurer shall ensure that correct records and accounts are kept that show the financial status of the Club and the Treasurer shall be responsible for the preparation of financial budgets for consideration by the Board and shall arrange for annual auditing. The Treasurer shall, as at the last day of December, compile the financial statements of the Club in the form required by the Associations Act, which after audit shall be circulated to members with the notice of Annual General Meeting.
- 3.31 The Treasurer will maintain, with the assistance of the General Manager, a register of moveable assets and may be signatory for cheques on behalf of the Club.

- 3.32 The Treasurer shall also be responsible for such other functions as may be conferred upon him by the Board or are as prescribed in the By-laws from time to time, or both.

#### **Responsibilities of Men's Captain**

- 3.33 The Men's Captain shall be responsible for the overall control of the playing of all social and competition golf in accordance with the By-laws of the Club, and for such other functions as may be conferred upon him by the Board or are as prescribed in the By-laws from time to time, or both. The Men's Captain, or the Men's Vice Captain, shall be entitled to attend each meeting of the Course Committee as an ex-officio member.
- 3.34 The Men's Captain shall chair the Match Committee and as a member of the Board participate in the overall management of the Club.

#### **Responsibilities of the Men's Vice Captain**

- 3.35 The Men's Vice Captain shall deputise for the Captain whenever necessary and in the latter's absence shall have the same powers and authority as the Men's Captain. As a member of the Board the Men's Vice Captain shall participate in the overall management of the Club.

#### **Responsibilities of the Women's Captain**

- 3.36 The Women's Captain shall be responsible for the overall control of the playing of all Women's competition golf in accordance with the By-laws of the Club, and for such other functions as may be conferred upon her by the Board or are as prescribed in the By-laws from time to time, or both. The Women's Captain shall be entitled to attend each meeting of the Match Committee.
- 3.37 As a member of the Board the Women's Captain shall participate in the overall management of the Club.

#### **Responsibilities of the General Manager**

- 3.38 The General Manager shall be responsible to the Board for duties related to the general management and administration of the Club's activities as determined by the Board. These responsibilities shall include the overall supervision and control of all employees of the Club including, subject to Board concurrence or direction, the appointment and dismissal of such employees.
- 3.39 The General Manager shall, under the control of the Board and subject thereto, keep or cause to be kept on the Club's premises;
- 3.39.1 a register of resolutions and proceedings of all meetings of the Club and the Board properly entered into a minute book for the purpose,
  - 3.39.2 all original correspondence received by the Club and copies of all outward correspondence. Correspondence may be destroyed after it is one year old providing it is not considered to be necessary as an ongoing record for the Club,
  - 3.39.3 a proper register of members which shall record the names, addresses and date of entry into the Club and membership category of all members and the date of latest payment by each member of his or her subscription, and any other information as may be necessary,
  - 3.39.4 a proper register of the members of the Board which shall record their names and contact details,

- 3.39.5 a register of assets containing up to date records of all non-consumable property of the Club including all fixtures, fittings, furniture, equipment et cetera, and
- 3.39.6 any other documents and securities of the Club including the club seal.
- 3.40 The General Manager shall attend all meetings of the Board and shall have the right to speak but not to vote and shall arrange for the minutes of such meetings to be recorded.
- 3.41 The General Manager shall be the Board appointed nominee of the liquor licence of the Club and be responsible for conforming to the Liquor Licensing Act.
- 3.42 The General Manager shall arrange for a stock-take of bar stock not less frequently than every quarter on the last day of March, June, September and December.
- 3.43 The General Manager shall arrange the procurement of all goods and services required by the Club subject to conditions prescribed in the By-laws.

## **PART FOUR – Fees and Finance**

### **Section One: Fees and Subscriptions**

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#### **General**

- 4.1 The Board shall determine not later than the thirtieth day of October each year the entrance fees, subscriptions, levies or other charges, payable by members in each membership category for the ensuing financial year provided that any increase in excess of ten percent of the current rate, excluding that portion which is attributable to the Goods and Services Tax, and the imposition of any levy or other charge, apart from bar levies and bar charges, shall have been previously approved by a Special General Meeting held for that purpose.

With any bar levy or bar charge, the Board of Management without reference to the members at a General or Special Meeting of members, may impose a bar levy or charge on all or any category of membership, apart from Absentee Members or Junior Members, either at a uniform rate across membership categories or at a varying rate.

#### **Annual Subscriptions**

- 4.2 The Board shall firstly determine the subscription to be paid for the ensuing year for Ordinary Members. This shall be known as the Basic Charge. Subscriptions payable by other categories of membership shall be determined by the Board and calculated at the pro-rata rate to Basic Charge as deemed to be fair and reasonable by the Board but the fee for a Six Day Member will not ever be greater than 85% of the Basic Charge. The fee for other categories of Membership will be calculated on a pro-rata basis to the Six Day Membership fee as determined by the Board.

#### **Subscriptions Payable in Advance**

- 4.3 The annual subscription shall become due and payable on the first day of January each year and is payable in full by that date. However, in recognition of financial circumstances of some members, the Club can accept different payment arrangement as follows:

- A) Two half year moieties with amounts payable on the 1<sup>st</sup> day of January and July. The first moiety shall consist of 50% of the annual base subscription plus all other charges and levies payable. The second moiety shall be the remaining balance. Both moieties shall be subject to an administration fee as determined by the Board.
- B) An equal monthly direct debit instalment calculated to ensure all dues are finalised no later than December of each year. The first monthly instalment shall also include all additional charges and levies as determined by the board. All monthly instalments shall be subject to the inclusion of any administrative charges incurred.

Such variation in payment arrangements is to be clearly set out with the annual invoice forwarded to members. These payment options may be amended periodically as determined by the membership system in use at the time.

- 4.4 In the event the Board elects to impose a bar levy or bar charge or if a special levy is approved at either a Special General or General Meeting such levy or charge will be payable in full together with the first payment made; be it the full payment or first payment as permitted under 4.3 (A) or (B) above.

#### **Failure to Pay Subscription**

- 4.5 Any member who fails to pay the subscription, or the first moiety thereof, (4.3(A)) or the first instalment as per clause 4.3 (B) or payment in full of any bar or other levy imposed by the first day of January shall not be entitled to the privileges of the Club or to play on the course until the subscription, levy or first moiety/instalment thereof is paid. Similar action shall be taken if the second moiety is not paid by the first day of July or if monthly instalments are not paid as required.

#### **Subscriptions in Arrears**

- 4.6 If a member fails to pay the subscription or moiety thereof after the elapse of a period of thirty (30) days from the dates stipulated in clause 4.5, that person's membership shall be revoked but may be re-instated by the Board upon receipt of a satisfactory explanation and all arrears due.

#### **New Member**

- 4.7 A person on being elected as a member shall pay the full entrance fee (if any), any levy or any other charge and shall be liable for a subscription calculated on the ratio between the number of days, including the day of election, remaining to the Club's financial year and the full year.

#### **Transfer of Category**

- 4.8 A member transferring to a category with a higher subscription fee shall be liable for the difference in the fees between his current category and the category of desired transfer, applicable at the time of transfer. Except that juniors shall not be required to pay a higher entrance fee.
- 4.9 No refund of the difference in entrance fees shall occur when a Member transfers to a category with a lower entrance fee, but if the member later transfers back to the original higher category, no additional entrance fee shall be paid. The member so transferring back to an original higher category shall take priority on the waiting list for that category.



### **Death, Resignation or transfer of Member**

- 4.10 The Board may approve the adjustment of entrance fees or subscriptions or both where a member dies, resigns or transfers to the absentee list.

### **Re-admittance of Resigned Member**

- 4.11 A person, who having previously been a member and who resigned his membership, may at the discretion of the Board and upon written application, be re-admitted as a member without payment of an additional entrance fee, provided that the period between his resignation from the Club and his application did not exceed one year.

### **Reduction of Subscription**

- 4.12 The Board may, on application by the Ordinary Member concerned, reduce the annual subscription by 25 percent for any Ordinary Member, who has attained the age of sixty five (65) years and who has been a member for twenty five (25) years of such membership.

### **Levies and other Charges**

- 4.13 The Board may, from time to time, on the authority of a Special Resolution carried at the Annual General Meeting or a Special General Meeting called for such purpose, make a levy or other charges on the members of the Club at such rate or of such amount to meet the Board's immediate requirements occasioned by a financial emergency, or to meet the capital costs of carrying out work of a significant capital nature (other than ordinary maintenance) which the Board proposes to carry out or for the purchase of capital equipment and for which ordinary revenue, after allowing for ordinary costs of administration may not be sufficient.
- 4.14 The notice proposing such a levy or other charges shall be circulated to all members via normal mail and electronically. The levy notice shall also be prominently displayed on the Club Notice Board for at least fourteen (14) days before the scheduled meeting and shall clearly state the reason for making it, including a resume of the current financial status of the Club.
- 4.15 Any failure by any member to pay a levy or other charges approved in General Meeting shall entail the same consequences as to loss or suspension of membership as would be entailed by failure to pay his subscription.

## **Section Two: Financial Controls**

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### **Financial Year**

- 4.16 The financial year shall be from the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December, both dates inclusive.

### **Accounts**

- 4.17 The Club shall:
- 4.17.1 keep such accounting records and correctly record and explain the transactions and financial position of the Club, and
  - 4.17.2 keep its accounting records in such manner as will enable;
    - (i) the preparation from time to time of true and fair accounts of the Club and,

- (ii) the accounts, to be conveniently and properly audited in accordance with this Constitution.
- 4.17.3 Prepare accounts accompanied by the auditor's reports for presentation to the Annual General Meeting, and
- 4.17.4 Retain the accounting records kept under this section for a period of at least seven (7) years after the completion of the transactions to which they relate.

### **Bankers**

- 4.18 The Club's bankers shall be as determined by the Board from time to time. Any two members of the Board may sign cheques on behalf of the Club and every cheque shall bear two signatures. Where funds are electronically transferred, two signatures attached to the summary of the transaction will be necessary

### **Other Fund Raising**

- 4.19 The Board may engage in fund raising activities, without limitation, including raffles, gala days, fetes, special functions and trade days, subject to compliance with applicable laws and not to the undue detriment or inconvenience of members.

## **PART FIVE – General Meetings and Voting**

### **Annual General Meetings**

- 5.1 The Annual General Meeting of the Club shall be held as soon as practical after the end of the Financial Year but no later than the 31<sup>st</sup> March on a date determined by the Board.
- 5.2 The agenda for the meeting shall be:-
  - 5.2.1 To receive the Board's report, the statement of Income and Expenditure and Balance Sheet for the preceding financial year.
  - 5.2.2 To elect the Officers of the Club and members of the Board for the ensuing year.
  - 5.2.3 To consider such business presented of which due notice has been given.
  - 5.2.4 To consider any items of general business of which prior notice is not required.
  - 5.2.5 To appoint a qualified accountant as an auditor, who shall not be a member of the Club.

### **Special General Meetings**

- 5.3 A Special General Meeting may be called at any time by direction of the Board or upon the request in writing of at least ten (10) Ordinary, Six Day, Intermediate and/or Life Members of the Club. Such requests shall state therein the particular business to be transacted at the meeting.
- 5.4 At least seven (7) clear days notice of the date, time and place appointed for the holding of the Annual General Meeting or Special General Meeting shall be sent by post or electronic communication or given to all members of the Club who are entitled to vote.

### **Quorum at General Meetings**

- 5.5 Save as herein otherwise provided twenty (20) members personally present and entitled to vote shall be a quorum at a General Meeting.

### **Adjournment**

- 5.6 If within one half hour after the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place, and if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, it shall be abandoned and not further adjourned.

### **Proxy and Absentee Voting**

- 5.7 No proxy voting shall be allowed at any General Meeting or at Board or Management Committee meetings. All votes being given personally, except for members given approval to lodge an absentee vote. For eligible voters who cannot attend the meeting, a locked ballot box shall be provided in the Club office one week prior to the meeting. The member may obtain a ballot paper from the General Manager after registering his name and deposit his vote in the box.

### **Voting and Ballots**

Except as provided elsewhere in this Constitution all questions such as changes to this Constitution, appeals against expulsion, the setting of fees and subscriptions, the imposition of any levy or additional charges and items of major capital expenditure where the expenditure on any single item exceeds \$50,000 shall be determined by a show of hands unless a ballot be requested by at least ten (10) of the members present and entitled to vote. Any such ballot shall be held without adjournment and the results of the ballot be deemed to be the resolution of the meeting at which the ballot is requested.

The Ballot will be conducted in any manner as directed by the Chairman of the General Meeting. When the Chairman directs that a secret ballot be held, he shall appoint two members to act as scrutineers. They will issue one ballot paper to each Ordinary, Restricted Ordinary, Life, Six Day and Intermediate Member and shall collect the papers after the votes have been recorded.

### **Obligatory Ballots**

- 5.8 Voting by secret ballot shall be obligatory for all motions concerning the election of officers (except when a candidate is unopposed).
- 5.9 The procedures to be employed in the election of officers to the Board shall be in accordance with the guidelines contained in the recommended Industrial Elections Voluntary System published by the Australian Electoral Commission pursuant the Industrial Relations Act 1988. Detailed voting procedures to be followed as per General Manager's Procedural Guidelines manual.

### **Chairman's Vote**

- 5.10 The Chairman who presides at any General Meeting shall have a deliberate vote upon any question and in the event of an equality of votes on any question he shall also have a casting vote.

### **Proportional Voting**

5.11 Except as provided in clause 5.10 each Ordinary, Life, Six-Day and Intermediate Member is entitled to cast one (1) vote only in each ballot including any authorised absentee vote.

### **Declaration by Chairman**

5.12 At any General Meeting, unless a ballot is required, a declaration by the Chairman that a resolution has or has not been carried and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof, of the number or proportion of the vote recorded in favour of or against the resolution.

## **PART SIX – General**

### **Guests**

6.1 A member may introduce up to five in number per day to the privileges of the clubhouse and amenities of the Club on such condition as are prescribed in any applicable legislation and as described in the By-laws.

### **Auditor**

6.2 The auditor appointed via clause 5.2.5 shall audit the accounts of the Club and shall report in writing to the Annual General Meeting as to the truth and fairness of the accounts of the Club submitted to that meeting.

### **Common Seal**

6.3 The Club shall have a Common Seal which shall be kept in the custody of the General Manager.

6.4 The Common Seal shall not be affixed to any instrument except:

6.4.1 By the authority of a resolution of the Board, and

6.4.2 In the presence of at least two (2) members of the Board each shall sign every instrument of which the Common Seal is affixed in their presence.

6.5 A register of the usage of the Common Seal shall be maintained by the General Manager.

### **Indemnities**

6.6 All officers, whether honorary or paid, and all employees of the Club are hereby indemnified against all liability properly incurred by them in the performance of their duties or for the benefit of the Club.

### **Private Family or Business Functions**

6.7 Members may, at their expense with the approval of the Board, hold private family or business functions with or without a meal, with no limitation on the number of guests. Members wishing to avail themselves of this opportunity must give at least seven (7) days prior notice to the General Manager.

### **Inspection of Records**

- 6.8 Upon seven (7) days prior written notice, any financial member may inspect and make a copy of or take an extract from, but not remove from the office of the Club, the register of members, the register of Board members, minutes of General Meetings, and published accounts of the Club during normal office hours.

### **Winding Up**

- 6.9 If the Board is of the opinion that the Club should be wound up, or on the application in writing made to the Board by not less than thirty (30) members entitled to vote signifying their desire that the Club be wound up the Board shall convene an Extra Ordinary General Meeting to consider the question.
- 6.10 At such Extra Ordinary General Meeting a special resolution shall be required to be passed to wind up the Club.
- 6.11 If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed to:
- 6.11.1 Another incorporated association having objects similar to those of the Club,  
or
- 6.11.2 For charitable purposes.
- 6.12 The particular incorporated association or purposes, as the case requires, shall be determined by resolution of members when authorising and directing the Board under Section 33 (3) of the Associations Incorporation Act 1987 to prepare a dissolution plan for the distribution of the surplus property of the Club.

### **Copy of Constitution and By-Laws**

- 6.13 Every member of the Club and every applicant for membership shall be entitled to a copy of this Constitution and any By-Laws made pursuant thereto and may obtain same from the office of the Club during normal office hours.

### **Club Colours and Emblem**

- 6.14 The official Club colours shall be blue conforming to Pantone 540C or 541C and yellow conforming to Pantone 012U or C. Where the colours are used conjointly, one superimposed on the other, the background shall be blue. The Club emblem shall be the figure of a sea horse facing to the right when viewed from the front, in yellow colour as specified above and conforming in design to the sample held by the General Manager.