ASSOCIATIONS INCORPORATION
REFORM ACT 2012
(VICTORIA)

RULES OF
SOUTH GIPPSLAND GOLF
INCORPORATED
SOUTH GIPPSLAND DISTRICT GOLF INCORPORATED

CONSTITUTION

TABLE OF PROVISIONS

<table>
<thead>
<tr>
<th>PART 1 – PRELIMINARY</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Name</td>
<td>6</td>
</tr>
<tr>
<td>2. Purposes</td>
<td>6</td>
</tr>
<tr>
<td>3. Financial Year</td>
<td>6</td>
</tr>
<tr>
<td>4. Definitions – Interpretations</td>
<td>6-7</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PART 2 – POWERS OF ASSOCIATION</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>5. Powers of Association</td>
<td>8</td>
</tr>
<tr>
<td>6. Not for profit organisation</td>
<td>8-9</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PART 3 – MEMBERS, DISCIPLINARY PROCEDURES &amp; GRIEVANCES</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Division 1 - Membership</td>
<td></td>
</tr>
<tr>
<td>7. Minimum number of members</td>
<td>9</td>
</tr>
<tr>
<td>8. Who is eligible to be a member</td>
<td>9</td>
</tr>
<tr>
<td>9. Application for membership</td>
<td>9</td>
</tr>
<tr>
<td>10. Consideration of application</td>
<td>10</td>
</tr>
<tr>
<td>11. New membership</td>
<td>10</td>
</tr>
<tr>
<td>12. Annual membership fee</td>
<td>10</td>
</tr>
<tr>
<td>13. General rights of members</td>
<td>10</td>
</tr>
<tr>
<td>14. Associate members</td>
<td>11</td>
</tr>
<tr>
<td>15. Rights not transferable</td>
<td>11</td>
</tr>
<tr>
<td>16. Ceasing membership</td>
<td>11</td>
</tr>
<tr>
<td>17. Resigning as a member</td>
<td>11</td>
</tr>
<tr>
<td>18. Register of members</td>
<td>11-12</td>
</tr>
</tbody>
</table>

Division 2 – Disciplinary Action

| 19. Grounds for taking disciplinary action             | 12   |
| 20. Discipline Sub-Committee                          | 12   |
| 21. Notice to member                                  | 12   |
22. Decision of sub-committee 13
23. Appeal rights 13
24. Conduct of disciplinary appeal meeting 14

Division 3 – Grievance Procedure

25. Application 14
26. Parties must attempt to resolve the dispute 14
27. Appointment of mediator 14
28. Mediation process 15
29. Failure to resolve dispute 15

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

30. Annual General Meeting 15
31. Special General Meetings 16
32. Special General Meetings held at the request of members 16
33. Notice of General Meetings 16
34. Proxies 17
35. Use of Technology 17
36. Quorum at General Meetings 17
37. Adjournment of General Meeting 18
38. Voting at General Meetings 18
39. Special resolutions 18
40. Determining whether resolution carried 18
41. Minutes of meetings 19

PART 5 – COMMITTEE

Division 1 – Powers of Committee

42. Role & powers 19
43. Delegation 20
Division 2 - Composition of Committees & Duties of Members

44. Composition of Committee 20
45. General duties 20
46. President & Vice President 21
47. Secretary 21
48. Treasurer 21

Division 3 – Election of Committee Members & Tenure of Office

49. Who is eligible to be a Committee Member 22
50. Positions to be declared vacant 22
51. Nominations 22
52. Election of President & other Committee Members 23
53. Election of Ordinary Members (deleted) 23
54. Ballot 23-24
55. Term of Office 24
56. Vacation of Office 24
57. Filling of casual vacancy 24-25

Division 4 – Meetings of Committee

58. Meetings of Committee 25
59. Notice of Meetings 25
60. Urgent Meetings 25
61. Procedure & Order of Business 25
62. Use of Technology 25-26
63. Quorum 26
64. Voting 26
65. Conflict of Interest 26
66. Minutes of Meetings 27
67. Leave of Absence 27

PART 6 – FINANCIAL MATTERS

68. Source of funds 27
69. Management of funds 27
70. Financial records 28
71. Financial statements 28

PART 7 – GENERAL MATTERS

72. Common Seal 28
73. Registered address 28
74. Notice requirements 29
75. Custody & inspection of books & records 29
76. Winding up & cancellation 30
77. Alteration of Rules 30
PART 1—PRELIMINARY

1 Name
Registered Name: South Gippsland Golf Incorporated
Registered Address: Woorayl Golf Club, Roughhead Street Leongatha 3953
Registered Number: T.B.A.

2 Purposes
The purposes of the Association are—
(a) to represent all golf clubs affiliated with South Gippsland Golf (SGG) and their members;
(b) to provide administrative and golf support for affiliated SGG golf clubs;
(c) to adopt and implement relevant policies of Golf Victoria and Golf Australia;
(d) to encourage pennant and other competitions within the district and to regulate and control such activities;
(e) to select all district representative teams;
(f) to allot, regulate and fix dates for district club tournaments and open meetings;
(g) to collect and supply the funds of the Association in such manner that the Association believes to be in the best interests of golf within the district.

3 Financial year
The financial year of the Association is each period of 12 months ending on 30 September.

4 Definitions
In these Rules—
absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
associate member means a member referred to in rule 14(1);
chairperson of a General Meeting or committee meeting, means the person chairing the meeting as required under rule 46;
committee means the Committee having management of the business of the Association;
committee meeting means a meeting of the Committee held in accordance with these Rules;
committee member means a member of the Committee elected or appointed under Division 3 of Part 5; a committee member cannot act as a delegate at a General Meeting
delegate means the member of a member of the Association, nominated by their club to attend and authorised to vote at a General Meeting; a delegate cannot be a committee member;
disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);
disciplinary meeting means a meeting of the Committee convened for the purposes of rule 19;
disciplinary subcommittee means the subcommittee appointed under rule 20;
district means the region or geographical area defined by Golf Victoria from time to time;
financial year means the 12 month period specified in rule 3;
financial instruments means all paper and electronic banking facilities;

General Meeting means a General Meeting of the members of the Association convened in accordance with Part 4 and includes a delegates meeting, an annual General Meeting, a special General Meeting and a disciplinary appeal meeting;

SGG means South Gippsland Golf Incorporated, also known as the Association;

member means a club which is a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a General Meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Association means South Gippsland District Golf Incorporated, also known as SGG;

the Registrar means the Registrar of Incorporated Associations.
PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—
   (a) acquire, hold and dispose of real or personal property;
   (b) open and operate accounts with financial institutions;
   (c) invest its money in any security in which trust monies may lawfully be invested;
   (d) raise and borrow money on any terms and in any manner as it thinks fit;
   (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
   (f) appoint agents to transact business on its behalf;
   (g) enter into any other contract it considers necessary or desirable.

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

(4) The Association may pay an honorarium to any member or committee person of the Association, as fixed each year by resolution at the Association’s Annual General Meeting.

6 Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Sub-rule (1) does not prevent the Association from paying a member—
   (a) reimbursement for expenses properly incurred by the member, or
   (b) for goods or services provided by the member—
      if this is done in good faith on terms no more favourable than if the member was not a member.
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have a minimum of 5 members or at least those number of members as may be determined by Golf Victoria from time to time, to keep the district operative and viable.

8 Who is eligible to be a member

(1) A golf club located in the district which supports the purposes of the Association and applies for and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the joining fee and annual subscription payable under these Rules.

(2) Any member of a member or committee member who has rendered outstanding service to the Association may be elected as a Life Member of the Association.

(a) This distinction shall be conferred only at an Annual General Meeting.

(b) The distinction shall carry with it the right to attend and speak at all general meetings of the Association, but not to vote unless otherwise qualified.

(c) (i) Recommendations for life membership shall be submitted to the committee in writing by two members who shall set out the details of services rendered.

(ii) The committee has the right to accept or reject the recommendation.

(d) No person shall be elected a life member of the Association unless the affirmative votes be 75% of the total voting strength of the Annual General Meeting.

(e) A life members badge shall be awarded.

(f) Life members of South Gippsland District Golf Association Inc & South Gippsland Women’s Golf Association will be recognized as life members of the amalgamated Association, bound by this constitution.

9 Application for membership

(1) To apply to become a member of the Association, a golf club must submit a written application in the form prescribed by the Committee from time to time to the Secretary stating that the golf club—

(a) wishes to become a member of the Association; and

(b) supports the purposes of the Association; and

(c) agrees to comply with these Rules.

(2) The application—

(a) must be signed for and on behalf of the applicant by two authorised persons;

(b) may be accompanied by the joining fee; and

(c) must comply with any requirements prescribed by the Committee from time to time.
10 Consideration of application

(1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

(2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

11 New membership

(1) If an application for membership is approved by the Committee—

(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A golf club becomes a member of the Association and, subject to rule 13(2), is entitled to exercise its rights of membership from the date, whichever is the latter, on which—

(a) the Committee approves the golf club's membership; or

(b) the golf club pays the joining fee.

12 Annual membership fee

(1) At each annual General Meeting, the Association must determine—

(a) the amount of the annual subscription (if any); and

(b) the date for payment of the annual subscription.

(2) The Association may determine that an annual subscription is payable by associate members.

(3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

(a) the full annual subscription; or

(b) a pro rata annual subscription based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Association.

(4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

(1) A member of the Association is entitled to one (1) vote and as the right—

(a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a General Meeting; and

(c) to attend and be heard at General Meetings; and

(d) to vote at a General Meeting; and
(e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 75; and

(f) to inspect the register of members.

(2) A member is entitled to vote if—

(a) the member is a member other than an associate member; and

(b) more than 10 business days have passed since they became a member of the Association; and

(c) the member’s membership rights are not suspended for any reason.

14 Associate members

(1) Associate members of the Association include any category of member as determined by special resolution at a General Meeting.

(2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a General Meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

(1) The membership of a golf club ceases on resignation, expulsion or when the member ceases to be an Association.

(2) If a golf club ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the golf club ceased to be a member in the register of members.

17 Resigning as a member

(1) A member may resign by notice in writing given to the Association.

(2) A member is taken to have resigned if—

(a) the member’s annual subscription is in arrears for more than the period prescribed by the Committee from time to time; or

(b) where no annual subscription is payable—

(i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

18 Register of members

(1) The Secretary must keep and maintain a register of members that includes—

(a) for each current member—

(i) the member’s name;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;
(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee—

(a) may be Committee members, members of members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

(a) stating that the Association proposes to take disciplinary action against the member, and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

(d) advising the member that it may do one or both of the following—

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member’s appeal rights under rule 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
22 Decision of sub-committee

(1) At the disciplinary meeting, the **disciplinary subcommittee** must—
(a) give the **member** an opportunity to be heard; and
(b) consider any written statement submitted by the **member**.

(2) After complying with sub-rule (1), the **disciplinary subcommittee** may—
(a) take no further action against the **member**; or
(b) subject to sub-rule (3)—
   (i) reprimand the **member**, or
   (ii) suspend the membership rights of the **member** for a specified period; or
   (iii) expel the **member** from the **Association** after referral of the matter to Golf Victoria.

(3) The **disciplinary subcommittee** may not fine the **member**.

(4) The suspension of membership rights or the expulsion of a **member** by the **disciplinary subcommittee** under this rule takes effect immediately after the vote is passed.

23 Appeal rights

(1) A **member** whose membership rights have been suspended or who has been expelled from the **Association** under rule 22 may give notice to the effect that it wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—
(a) to the **disciplinary subcommittee** immediately after the vote to suspend or expel the **member** is taken; or
(b) to the Secretary not later than 7 days after the vote.

(3) If a **member** has given notice under sub-rule (2), a **disciplinary appeal meeting** must be convened by the **Committee** as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the **disciplinary appeal meeting** must be given to each **member** of the **Association** who is entitled to vote as soon as practicable and must—
(a) specify the date, time and place of the meeting; and
(b) state—
   (i) the name of the **member** against whom the disciplinary action has been taken; and
   (ii) the grounds for taking that action; and
   (iii) that at the **disciplinary appeal meeting** the **members** present must vote on whether the decision to suspend or expel the **member** should be upheld or revoked.
24  **Conduct of disciplinary appeal meeting**

(1)  At a *disciplinary appeal meeting*—

   (a)  no business other than the question of the appeal may be conducted; and

   (b)  the *Committee* must state the grounds for suspending or expelling the *member* and the reasons for taking that action; and

   (c)  the *member* whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2)  After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the *member* should be upheld or revoked.

(3)  A *member* may not vote by proxy at the meeting.

(4)  The decision is upheld if not less than three quarters of the *members* voting at the meeting vote in favour of the decision.

---

**Division 3—Grievance procedure**

25  **Application**

(1)  The grievance procedure set out in this Division applies to disputes under these Rules between—

   (a)  a *member* and another *member*;

   (b)  a *member* and the *Committee*;

   (c)  a *member* and the *Association*.

(2)  A *member* must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26  **Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27  **Appointment of mediator**

(1)  If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—

   (a)  notify the *Committee* of the dispute; and

   (b)  agree to or request the appointment of a mediator; and

   (c)  attempt in good faith to settle the dispute by mediation.

(2)  The mediator must be—

   (a)  a person chosen by agreement between the parties; or

   (b)  in the absence of agreement—

       (i)  if the dispute is between a *member* and another *member*—a person appointed by the *Committee*; or
if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member of a member or former member of the Association but, in any case must not be a person who—

(a) has a personal interest in the dispute; or
(b) is biased in favour of or against any party.

28 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

(a) give each party every opportunity to be heard; and
(b) allow due consideration by all parties of any written statement submitted by any party; and
(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual General Meetings

(1) The Committee must convene an annual General Meeting of the Association to be held within 5 months after the end of each financial year.

(2) Despite sub-rule (1), the Association may hold its first annual General Meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual General Meeting.

(4) The ordinary business of the annual General Meeting is as follows—

(a) to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;
(b) to receive and consider—

(i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
(ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to elect the members of the Committee;
(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

(5) The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.
31 Special General Meetings

(1) Any General Meeting of the Association, other than an annual General Meeting or a disciplinary appeal meeting, is a special General Meeting.

(2) The Committee may convene a special General Meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special General Meeting held at request of members

(1) The Committee must convene a special General Meeting if a request to do so is made in accordance with sub-rule (2) by at least 30% of the total number of members.

(2) A request for a special General Meeting must—
   (a) be in writing; and
   (b) state the business to be considered at the meeting and any resolutions to be proposed; and
   (c) include the names and signatures of the members requesting the meeting; and
   (d) be given to the Secretary.

(3) If the Committee does not convene a special General Meeting within 45 days after the date on which the request is received, the members making the request (or any of them) may convene the special General Meeting.

(4) A special General Meeting convened by members under sub-rule (3)—
   (a) must be held within 3 months after the date on which the original request was made; and
   (b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special General Meeting under sub-rule (3).

33 Notice of General Meetings

(1) The Secretary (or, in the case of a special General Meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
   (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
   (b) at least 14 days' notice of a General Meeting in any other case.

(2) The notice must—
   (a) specify the date, time and place of the meeting; and
   (b) indicate the general nature of each item of business to be considered at the meeting; and
   (c) if a special resolution is to be proposed—
      (i) state in full the proposed resolution; and
      (ii) state the intention to propose the resolution as a special resolution; and
   (d) comply with rule 34(5).

(3) This rule does not apply to a disciplinary appeal meeting.
34 Proxies

(1) A member may appoint another member as its proxy to vote and speak on its behalf at a General Meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by an authorised representative of the member making the appointment.

(3) The member appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.

(4) If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by an authorised representative of the member.

(5) Notice of a General Meeting given to a member under rule 33 must—

(a) state that the member may appoint another member as a proxy for the meeting; and

(b) include a copy of any form that the Committee has approved for the appointment of a proxy.

(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 Use of Technology

(1) A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a member participating in a General Meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at General Meetings

(1) No business may be conducted at a General Meeting unless a quorum of members is present.

(2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 35) of a majority of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
(4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of General Meeting

(1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting sub-rule (1), a meeting may be adjourned—
   (a) if there is insufficient time to deal with the business at hand; or
   (b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at General Meeting

(1) On any question arising at a General Meeting—
   (a) subject to sub-rule (3), each member who is entitled to vote has (1) one vote.
   (b) members may vote in person or by proxy; and
   (c) except in the case of a special resolution, the question must be decided by a majority of votes.
   (d) A Committee member may not act as a delegate.

(2) If votes are divided equally on a question, the motion is defeated.

(3) If the question is, whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

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

40 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been—
   (a) carried; or
   (b) carried unanimously; or
   (c) carried by a particular majority; or
   (d) lost—
   and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
   (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
   (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of General Meeting

(1) The Committee must ensure that minutes are taken and kept of each General Meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual General Meeting must include—
   (a) the names of the members attending the meeting; and
   (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
   (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
   (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
   (e) any audited accounts and auditor’s report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

42 Role and powers

(1) The business of the Association must be managed by or under the direction of a Committee.

(2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the members of the Association.

(3) The Committee may—
   (a) appoint and remove staff;
   (b) establish subcommittees consisting of members of members with terms of reference it considers appropriate.
43 Delegation

(1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

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

(3) The Committee may, in writing, revoke a delegation wholly or in part.

44 Composition of Committee

The Committee consists of—

(a) a President; and

(b) a Vice-President; and

(c) a Secretary; and

(d) a Treasurer; and

(e) a Match Committee Chairperson and

(f) 1 Ordinary Member

(g) 1 Ordinary Member

NOTE: Gender ratio requires at least (3) three of one gender

45 General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties—

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of—

(a) their position; or

(b) information acquired by virtue of holding their position—

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

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a General Meeting.
46 President and Vice-President

(1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any committee meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

(a) in the case of a General Meeting—a member elected by the other members present; or

(b) in the case of a committee meeting—a committee member elected by the other committee members present.

47 Secretary

(1) The Secretary, who is the public officer of the Association, must undertake any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The Secretary must—

(a) maintain the register of members in accordance with rule 18; and

(b) keep custody of the common seal (if any) of the Association under rule 72(2)(c) and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 70(2) and 75; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of General Meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

48 Treasurer

(1) The Treasurer must—

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(b) endeavour that all moneys received are paid into the financial account of the Association within 5 working days after receipt; and

(c) make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and

(d) ensure all financial instruments are signed by at least 2 committee members.

(2) The Treasurer must—

(a) ensure that the financial records of the Association are kept in accordance with the Act; and
(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual General Meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

49 Who is eligible to be a Committee member

(1) A person who is a member who hold a class of membership with playing rights, with a member is eligible to be elected or appointed as a committee member if the person is 18 years or over.

(2) An elected committee person shall cease to be a member delegate upon election.

50 Positions to be declared vacant

(1) This rule applies to—

(a) the first annual General Meeting of the Association after its incorporation; or

(b) any subsequent annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) Subject to Rule 55, the Chairperson of the meeting must declare those positions on the Committee whose term of office has expired, vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

(1) Prior to the election of each position, and at least twenty-one (21) days prior to the election, the Chairperson of the meeting must call for nominations to fill that position.

(2) Nominations must be received on the prescribed form no later than seven (7) days prior to the election date.

(3) Any member of a member of the Association may—

(a) with the nominee's consent, nominate a member of their own member club.; or

(b) with the nominee's consent, nominate a member of another member club.

(c) nominate for more than (1) one position

(4) A member of a member of the Association, who is nominated for a position and fails to be elected to that position may nominate for any other position for which an election is yet to be held.
52  Election of President and Other Committee Members.

(1) At the annual General Meeting, separate elections may be held, in order for each of the following positions subject to Rule 55 —
   (a) President;
   (b) Vice-President;
   (c) Secretary;
   (d) Treasurer;
   (e) Chairperson – Match Committee
   (f) 1 Ordinary Member.
   (g) 1 Ordinary Member.

(2) If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position.

(3) If more than one member is nominated for a position, a ballot must be held in accordance with Rule 54.

(4) On election, the new President must take over as Chairperson of the meeting.

53  Election of ordinary members

Deleted

54  Ballot

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot.

(2) The returning officer must not be a person nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of their election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to—
   (a) each registered delegate present in person; and
   (b) each proxy appointed by a member.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—
   (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
   (b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
(11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of office

(1) In accordance with and subject to sub-rule (4) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at an annual General Meeting.

(2) Each elected committee person shall be elected for a two (2) year term.

(3) A committee member may be re-elected subject to the provisions of the Associations By-Laws.

(4) A General Meeting of the Association may—

(a) by special resolution remove a committee member from office; and

(b) elect a person who is a member of a member of the Association to fill the vacant position in accordance with this Division.

(5) A member who is the subject of a proposed special resolution under sub-rule (4)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

(1) A committee member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a committee member if they —

(a) cease to be a member of a member of the Association; or

(b) fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

(c) otherwise cease to be a committee member by operation of section 78 of the Act.

57 Filling casual vacancies

(1) The Committee may appoint an eligible member of a member of the Association to fill a position on the Committee that—

(a) has become vacant under rule 56; or

(b) was not filled by election at the last annual General Meeting.

(2) If the position of Secretary becomes vacant, the Committee must appoint a member of a member of the Association to the position within 28 days after the vacancy arises.
Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (2).

The Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a committee member such that the number of remaining committee members is not sufficient to constitute a quorum at a meeting of the Committee, those committee members may act only for the purpose of increasing the number of committee members to a number sufficient to constitute such a quorum.

DIVISION 4 – MEETINGS OF COMMITTEE

58 Meetings of Committee
(1) The Committee must meet a minimum of three (3) times per year.
(2) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings
(1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
(2) Notice may be given of more than one committee meeting at the same time.
(3) The notice must state the date, time and place of the meeting.
(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
   (i) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings
(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
(2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business
(1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
(2) The order of business may be determined by the members present at the meeting.

62 Use of technology
(1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
(2) For the purposes of this Part, a *committee member* participating in a *committee meeting* as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 **Quorum**

(1) No business may be conducted at a *Committee meeting* unless a quorum is present.

(2) The quorum for a *committee meeting* is the presence (in person or as allowed under rule 62) of a majority of the *committee members* holding office.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a *committee meeting*—

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 **Voting**

(1) On any question arising at a *committee meeting*, each *committee member* (other than the *chairperson*) present at the meeting has one vote.

(2) A motion is carried if a majority of *committee members* present at the meeting vote in favour of the motion.

(3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an *absolute majority* of the *Committee*.

(4) If votes are divided equally on a question, the *Chairperson* of the meeting then has a casting vote.

(5) Voting by proxy is not permitted.

65 **Conflict of interest**

(1) A *committee member* who has a material personal interest in a matter being considered at a *committee meeting* must disclose the nature and extent of that interest to the *Committee*.

(2) The *committee member*—

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

(3) This rule does not apply to a material personal interest—

(a) that exists only because the *committee member* belongs to a class of persons for whose benefit *the Association* is established; or

(b) that the *committee member* has in common with all, or a substantial proportion of, the *members* of *the Association*.
66 Minutes of meeting

(1) The Committee must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following—
   (a) the names of the committee members in attendance at the meeting;
   (b) the business considered at the meeting;
   (c) any resolution on which a vote is taken and the result of the vote;
   (d) any material personal interest disclosed under rule 65.

67 Leave of absence

(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 6 months.

(2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, golf event entries, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69 Management of funds

(1) The Association must open accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.

(3) The Committee may authorise the expenditure of funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

(5) All funds of the Association should be deposited into the financial account of the Association no later than 14 working days after receipt.

(6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
70 Financial records
(1) The Association must keep financial records that—
   (a) correctly record and explain its transactions, financial position and performance; and
   (b) enable financial statements to be prepared as required by the Act.
(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
(3) The Treasurer must keep in their custody, or under their control—
   (a) the financial records for the current financial year; and
   (b) any other financial records as authorised by the Committee.

71 Financial statements
(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
(2) Without limiting sub-rule (1), those requirements include—
   (a) the preparation of the financial statements;
   (b) if required, the review or auditing of the financial statements;
   (c) the certification of the financial statements by the Committee;
   (d) the submission of the financial statements to the annual General Meeting of the Association;
   (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal
(1) The Association may have a common seal.
(2) If the Association has a common seal—
   (a) the name of the Association must appear in legible characters on the common seal;
   (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
   (c) the common seal must be kept in the custody of the Secretary.

73 Registered address
The registered address of the Association is—
(a) the address determined from time to time by resolution of the Committee; or
(b) if the Committee has not determined an address to be the registered address—
   the postal address of the Secretary.
74 Notice requirements

(1) Any notice required to be given to a member or a committee member under these Rules may be given—
   (a) by handing the notice to the member in person; or
   (b) by sending it by post to the member at the address recorded for the member on the register of members; or
   (c) by email or other electronic means.

(2) Sub-rule (1) does not apply to notice given under rule 60.

(3) Any notice required to be given to the Association or the Committee may be given—
   (a) by handing the notice to a member of the Committee; or
   (b) by sending the notice by post to the postal address; or
   (c) by leaving the notice at the postal address; or
   (d) if the Committee determines that it is appropriate in the circumstances—
      (i) by email to the email address of the Association or the Secretary; or
      (ii) by other electronic authorised means.

75 Custody and inspection of books and records

(1) Members may on request inspect free of charge—
   (a) the register of members;
   (b) the minutes of General Meetings;
   (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

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

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
   (a) its membership records;
   (b) its financial statements;
   (c) its financial records;
   (d) records and documents relating to transactions, dealings, business or property of the Association.
76 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

These Rules may only be altered by special resolution of a General Meeting of the Association and submitted to the registrar for approval.