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# Ocean Grove Golf Club Inc. Constitution

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## Article 1. Name

1. The name of the incorporated association is the Ocean Grove Golf Club Incorporated (hereinafter called “the Club”).

## Article 2. Definitions

2. Herein, unless the contrary intention appears:
3. **Committee** means the Committee of Management of the Club;
4. **Financial Year** means the year ending on the date determined by the General Body of Members;
5. **General Meeting** means a general meeting of members convened in accordance with this Constitution and the By-laws;
6. **Member** means a member of the Club in any category in the preceding 12 months;
7. **New Ordinary Member** means an applicant for membership of the Club who has not been a member of the General Body of Members of the Club in any category in the preceding 12 months.
8. **Eligible Member** means a member of the General Body of Members.
9. **Ordinary Member of the Committee** means a member of the committee who is not an officer of the Club in accordance with this Constitution;
10. **Club Officer** means a member of the committee who holds an office defined in Article 25;
11. **Clubhouse** means the physical building located at 9 Guthridge Street, Ocean Grove, Victoria;
12. **The Club Notice Board/s** means the clearly signed free standing or prominently wall mounted display panel/s in the Clubhouse used solely for Committee approved communication and Notices to Members;
13. **By-laws** means the rules made by the Committee for the administration and good governance of the Club as authorised by Article 27 of the Constitution;
14. **The Act** means the Associations Incorporation Reform Act 2012;
15. **Regulations** means regulations under the Act or other applicable Federal or State Legislation;
16. **Secretary of the Club** refers to:  
A person holding office under the Constitution of the Club as Secretary— to that person; and in any other case, to the public officer of the Club;
17. Words importing the masculine gender include the feminine gender and vice versa;

18. Words importing only the singular number include the plural number and vice versa.
19. Where **subheadings** are used they are intended only to aid the organisation of the Articles and sub-articles, so where there is ambiguity or doubt the Articles are to be interpreted as if the subheadings were not included; and
20. Where there is ambiguity or doubt in meaning then the meaning shall be the same when used in the Associations Incorporation Reform Act 2012 and the Liquor Control Reform Act (1998), Corporations Law or other applicable legislation in force from time to time.

### **Article 3. Objectives**

21. To provide the game of golf, a course, clubhouse, associated buildings and other facilities or activities for the promotion of golf;
22. To provide and maintain all facilities from the joint funds of the Club;
23. To apply the income and property of the Club however obtained solely towards the objectives of the Club;
24. To not allow any other body or individual to gain profit from the operation of the Club other than as genuine remuneration for services actually rendered or paid as interest to a lender;
25. To ensure that all operations of the Club are conducted lawfully and are incidental or conducive to attaining the objectives of the Club; and
26. To be affiliated with the Victorian Golf Association or otherwise whichever organisation is recognized as the peak governing body for the sport of Golf in Victoria.

### **Article 4. Financial Year:**

27. The financial year of the Club is each period of 12 months ending 30 June.

### **Article 5. Governing Legislation:**

28. The Club will act in accordance with the Associations Incorporation Reform Act 2012, the Liquor Control Reform Act (1998), Corporations Law; the Age Discrimination Act (2004); the Disability Discrimination Act (1992), the Australian Human Rights Commission Act (1986), the Sex Discrimination Act (1984), the Racial Discrimination Act (1975), the Victorian Equal Opportunity Act (1995) and any other applicable State and Federal legislation in force from time to time.

## **Article 6. Alteration of the Articles**

29. These Articles must not be altered except in accordance with the Act; and
30. No such amendment shall invalidate any prior act of the Committee, which would have been valid if such amendment had not been made.

## **Article 7. Membership**

31. All categories of membership shall be open to persons of both sexes;
32. Every member who immediately prior to the adoption of this Constitution was a member of the Club shall remain a member and enjoy the rights and privileges of the equivalent category of membership to which the Club previously elected them;
33. A person who is not a member of the Club at the time of the adoption of this Constitution (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
  - a. They apply for membership in accordance with Article 8; and
  - b. The Committee approves their application for admission as a member.

## **Article 8. Qualification for Membership**

34. A person who is deemed fit for membership of the Club by the Committee and is approved for membership as provided herein, is eligible to be a member of the Club on payment of the entrance fee (if applicable) and annual subscription fee payable as prescribed in the Club By-Laws;
35. Any application for membership of the Club shall be proposed by one current eligible member and seconded by another eligible current member of the General Body of Members of the Club, to whom the candidate is personally known;
36. Where the applicant does not know two eligible members of the General Body of Members of the Club to act as proposer and seconder, the Committee may dispense with the requirement, as prescribed in Article 7 paragraph 34 and follow the procedure outlined in the By-Laws;
37. Any application for membership must be lodged with the Club Secretary on the Membership Application Form and must be accompanied by any current applicable fees or subscriptions as prescribed in the By-Laws.
38. The Committee shall set and prescribe in the By-Laws:
  - a. The Annual Subscription fee;

- b. Any Membership entrance fee;
  - c. The date in each calendar year that such fees/subscriptions shall be payable, whether by way of instalments or other method as may be approved by time-to-time;
  - d. The date in the current golf year that a pro-rata calculated annual subscription fee for New Ordinary Members may apply.
39. The Pro-rata rate only applies to the annual subscription fees for New Ordinary Membership or New Student 19+ and does not apply to any other category of membership.
40. Entrance fees and annual subscription fees for all other categories of membership shall be for the full amount prescribed in the By-Laws irrespective of the date in the current golf year that the application of membership was made;
41. The Committee shall determine whether to approve or reject an application for membership;
42. If the Committee approves an application for membership, the Secretary (or membership delegate) shall, as soon as practicable notify the applicant in writing (via post/fax/email) of the approval;
43. If the Committee rejects an application, the Secretary shall, as soon as practicable, notify the applicant in writing (via post/fax/email) that the application has been rejected and arrange the refund of all fees paid within 7 days of the notification;
44. A right, privilege, or obligation of a person by reason of membership of the Club is not capable of being transferred or transmitted to another person and terminates upon the cessation of membership whether by death or resignation or otherwise.

## **Article 9. Categories of Membership**

45. There are two primary categories of membership:
- a. General Body of Members:
    - i. Honorary Life Member; and
    - ii. Ordinary Member.
  - b. Restricted Members:
    - i. Social Member;
    - ii. Junior and Student Member;
    - iii. Honorary Member; and
    - iv. Provisional Member.
46. All Members are entitled to all the rights and privileges of the Club subject to Article 10.

## **Article 10. Conditions of Membership**

47. Members may be elected to the various sub categories of membership subject to the following conditions and regulations:

### **Honorary Life Members:**

48. Nomination and Election:

- a. Election to Honorary Life Membership may be offered for outstanding service to the Club;
- b. A maximum of eight current Honorary Life Members are allowed at any one time;
- c. Nominations for Honorary Life Membership must be lodged on the form prescribed in the Club By-laws;
- d. Nominations must be lodged with the Club Secretary at least 30 days prior to the date of the Annual General Meeting at which the nomination is to be considered;
- e. The mover and seconder of the nomination must be members of the General Body of Membership of the Club and known to the nominee;
- f. Election to Honorary Life Membership is conducted at the Annual General Meetings of the Club;
- g. A maximum of two nominations for Honorary Life Members are permitted in any year;
- h. At the Annual General Meeting at which a nomination is considered the Committee shall by declaration attest to the eligibility of a nominee and to the veracity of the 'Statement of Service' provided in the nomination; and
- i. Election shall be carried by a favourable vote of at least two-thirds of the General Body of Membership of the Club attending or eligible to directly vote by other means, as approved by the Club.

49. Rights, Privileges and Obligations:

- a. Honorary Life Members shall be entitled to all the rights and privileges of the General Body of Membership of the Club;
- b. Honorary Life Members shall be exempt from any liability to pay a nomination fee, annual fee, and all membership levies and charges otherwise applied to the General Body of Membership of the Club; except
- c. Honorary Life Members shall NOT be exempt from any competition fees and participation charges levied from time to time by the various sub-committees of the Club; and
- d. Honorary Life Members agree to support the objectives of the Club and abide by the Constitution and By-laws of the Club.



**Ordinary Members:**

50. Nomination and Election:
- a. Nominations for Ordinary Membership must be lodged on the Membership Application form prescribed in the Club By-laws;
  - b. The mover and seconder of a nomination must be members of the General Body of Membership of the Club and known to the nominee;
  - c. Where the applicant does not know two eligible members of the club to act as proposer and seconder, the Committee may dispense with the requirement, as prescribed in Article 8 and follow the procedure outlined in the By-Laws;
  - d. The Committee at its discretion may approve or reject a nomination and post the decision on the Club Notice Board; and
  - e. If the nomination is rejected the mover and seconder of a nomination may refer the nomination for consideration by the General Body of Membership at the next scheduled General Meeting of the Club.
51. Rights, Privileges and Obligations:
- a. Ordinary Members are entitled to all the rights and privileges of the General Body of Membership of the Club;
  - b. Ordinary Members shall pay an Entry Fee (if applicable), membership subscriptions as prescribed by the Committee for the current season and as defined in Club By-Laws, and any levies and charges otherwise applied to the General Body of Membership of the Club; and
  - c. Ordinary Members agree to support the objectives of the Club and abide by the Constitution and By-laws of the Club.

**Social Members:**

52. Nomination and Election:
- a. Election to Social Membership shall be restricted in number to thirty percent of the total number of financial members in the previous year;
  - b. Nominations for Social Membership must be lodged on the Membership Application form prescribed in the Club By-laws;
  - c. The mover and seconder of a nomination must be members of the General Body of Membership of the Club and known to the nominee;
  - d. Where the applicant does not know two eligible members of the club to act as proposer and seconder, the Committee may dispense with the requirement, as prescribed in Article 8 and follow the procedure outlined in the By-Laws;

- e. The Committee of Management at its discretion may approve or reject a nomination and post the decision on the Club Notice Board; and
  - f. If the nomination is rejected the mover and seconder of a nomination may refer the nomination for consideration by the General Body of Membership at the next scheduled General Meeting of the Club.
53. Rights, Privileges and Obligations:
- a. Social Members shall pay an Entry Fee (if applicable) and an annual subscription as prescribed by the Committee for the current season and as defined in the Club By-laws;
  - b. Social Members are entitled to all the rights, privileges and obligations of the General Body of Membership of the Club; except:
  - c. Social Members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Committee or any office of the Club or participate in the management, business and affairs of the Club in any way;
  - d. Social Members shall be exempt from any liability to pay a nomination fee, membership levy or other special charges otherwise applied to the General Body of Membership;
  - e. Social Members cannot nominate or second any application for membership of the Club;
  - f. Social Members cannot play competition golf except by invitation of the Committee for special events as defined from time to time;
  - g. Social Members may play non-competition golf on the payment of the applicable green fee; and
  - h. Social Members agree to support the objectives of the Club and abide by the Constitution and By-laws of the Club.

#### **Junior and Student Members:**

54. Nomination and Election:
- a. Nominations for Junior and Student Membership must be lodged on the Membership Application form prescribed in the Club By-Laws;
  - b. The mover and seconder of a nomination must be members of the General Body of Membership of the Club and be known to the nominee;
  - c. Where the applicant does not know two eligible members of the club to act as proposer and seconder, the Committee may dispense with the requirement, as prescribed in Article 8 and follow the procedure outlined in the By-Laws;
  - d. The Committee at its discretion may approve or reject a nomination and post the decision on the Club Notice Board; and

- e. If the nomination is rejected the mover and seconder of a nomination may refer the nomination for consideration by the General Body of Membership at the next scheduled General Meeting of the Club.
55. Rights, Privileges and Obligations:
- a. Junior Members shall pay an Entry Fee (if applicable) and an annual subscription as prescribed by the Committee for the current season and as defined in the Club By-Laws;
  - b. Junior Members are entitled to all the rights and privileges of the General Body of Membership of the Club except:
  - c. Junior Members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Committee or any office of the Club or participate in the management, business and affairs of the Club in any way; or
  - d. Where prohibited by the Constitution, By-laws or any other applicable laws and State or Federal legislation;
  - e. Junior Members shall be exempt from any liability to pay a nomination fee, membership levy or other special charges otherwise applied to the General Body of Membership;
  - f. Junior Members cannot nominate or second any application to any category of membership of the Club; and
  - g. Junior Members agree to support the objectives of the Club and abide by the Constitution and By-laws of the Club.

#### **Honorary Members:**

56. Nomination and Election:
- a. From time to time and solely for the purpose of electing Honorary Members an 'Election Sub-Committee' may be formed that consists of any two members of the Committee and the Secretary of the Club, OR their duly authorised delegates;
  - b. At the discretion and upon such conditions that the Committee may decide from time to time Honorary Membership shall be eligible to:
    - i. A natural person who has rendered distinguished service to the Club or broader community during the current year;
    - ii. A natural person who is a bona fide participant in any Club approved golf event on the Club course;
    - iii. A natural person who is a member of another golf club and is accompanying a bona fide competitor in any Club approved event on the Club course: or
    - iv. A natural person who is a bona fide official in any Club approved event on the Club course.

- c. The Committee or the Election Sub-Committee may at any time and at their discretion change the conditions of any Honorary Membership or cancel such membership without notice or assigning of any cause.
57. Rights, Privileges and Obligations:
- a. Honorary Members are entitled to all the rights and privileges of the General Body of Membership of the Club except:
  - b. Honorary Members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Committee or any office of the Club or participate in the management, business and affairs of the Club in any way; or
  - c. Where prohibited by other articles of the Constitution, By-laws or other applicable laws or State and Federal legislation.
  - d. Honorary Members shall be exempt from any liability to pay an entry fee, membership subscription, membership levy or other special charges otherwise applied to the General Body of Membership; however
  - e. Honorary Members shall NOT be exempt from any competition fees, tournament fees and participation charges levied by event organisers or the various sub-committees of the Club;
  - f. Honorary Members cannot nominate or second any application to any category of membership of the Club; and
  - g. Honorary Members agree to support the objectives of the Club and abide by the Constitution and By-laws of the Club.

#### **Provisional Members:**

58. Nomination and Election:
- a. Every nominee who has lodged with the Secretary an application form duly completed in accordance with these Articles seeking membership of the Club and pays the appropriate fee/subscription for the category of membership referred to in the Application form, shall be granted Provisional Membership of the Club while awaiting the decision of the Committee in relation to that nominee's application for membership of the Club.
  - b. Should a person who is admitted as a Provisional member not be elected to membership of the Club within eight weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the fee/subscription submitted with the nomination, shall forthwith be returned to that person, in full.

59. Rights, Privileges and Obligations:
- a. Provisional Members are entitled to all the rights and privileges of the category of Membership that they have been nominated for, except that they shall NOT be entitled to:
    - i. Attend or vote at any meeting of the Club;
    - ii. Nominate for or be elected to the Committee or any office of the Club; or
    - iii. Participate in the management, business and affairs of the Club in any way, whilst a Provisional Member.

### **Article 11. Register of members**

60. The Secretary must keep and maintain a register of members containing:
- a. The name and address of each member;
  - b. The date on which each member's name was entered in the register;
  - c. The category of membership of each member; and
  - d. A unique member identifying number.
61. The register is available for inspection free of charge by any member upon request and a member may make a copy of entries in the register provided however the club shall not be required to disclose the residential and/or business address and/or phone number of a member to any person whether member or otherwise without the express permission in writing of the member/person whose information will potentially be so disclosed.

### **Article 12. Ceasing Membership**

#### **By Resignation:**

62. If before the end of the current season a member of the Club who has paid all moneys due and payable to the Club may resign from the Club by giving notice in writing to the Secretary of their intention to resign at the end of the current club financial year:
- a. The member ceases to be a member;
  - b. The Secretary must record in the Register of Members the date on which the member ceased to be a member; and
  - c. A member so resigning may rejoin in the same category of membership without penalty or fee other than the applicable annual fee.

**By Default:**

63. If a Member fails to pay any applicable fee or subscription within 30 days of being delivered an overdue notice via Registered Post to the current address on the club Membership Register, the defaulting Member shall cease to be a Member and the Secretary must record in the Register of Members the date on which the member ceased to be a member and the reason for the cessation;
64. Student, Junior and Social Members shall cease to be a member at the conclusion of every Club financial year and if they continue to be qualified under the conditions of Article 9 they may continue their membership in their current category of membership by payment of the applicable subscription fee, or without penalty or fee other than the applicable annual fee/subscription transfer to Ordinary membership.

**By Expulsion:**

65. A Member ceases to be a Member if expelled as a result of disciplinary action in accordance with Article 13 or for any of the following reasons:
  - a. The Member has been convicted of an indictable offence or an offence of such a nature that in the eyes of Club members and the public, brings the club into disrepute, or is likely to do so; or
  - b. The Committee makes a decision pursuant to an application to terminate a Membership.

**Seeking Redress:**

66. A Member may appeal to the Committee any termination of membership made in accordance with this Article or Article 13 and the Committee may, if it allows the appeal, reinstate the Member.

**Ongoing Rights and Obligations:**

67. Except for Provisional Members who are not elected to membership of the Club in accordance to Article 8, expelled members remain liable for all fees and subscriptions due at the time that membership ceases and shall not be entitled to a refund of any fee or subscription paid, unless otherwise determined by the Committee;
68. The provisions of this Article will not prejudice any right of the club to recover all arrears including fees or subscriptions for the current year;
69. Any Member who ceases to be a Member of the club shall not have any ongoing right or interest in or title to any property of the club; and
70. The provisions of this Article apply equally to Life Members.

## **Article 13. Discipline, Suspension and Expulsion of Members**

71. Subject to these Articles, if the Committee is of the opinion that a member has refused or neglected to comply with these Articles, or has been guilty of conduct unbecoming a member and of such a nature that in the eyes of Club members and the public brings the Club into disrepute, or is likely to do so, the Committee may by resolution:
- a. Suspend that member from membership of the Club for a specified period; or
  - b. Instigate proceedings to expel that member from the Club; or
  - c. Fine that member an amount not exceeding \$500; or
  - d. Apply a reprimand and/or a suspended sentence to that member.
72. A resolution of the Committee under this Article does not take effect unless:
- a. At a meeting held in accordance with this Article, the committee confirms the resolution; and
  - b. If the member exercises a right of appeal to the Club under this Article, the Committee confirms the resolution in accordance with this Article.
73. A meeting of the Committee to confirm or revoke a resolution passed under this Article must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with this Article.
74. For the purposes of giving notice in accordance with this Article, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- a. Setting out the resolution of the Committee and the grounds on which it is based; and
  - b. Stating that the member, and/or his or her representative, may address the Committee, call witnesses and present evidence at a meeting to be held, not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - c. Stating the date, place and time of that meeting; and
  - d. Informing the member that he or she may do one or both of the following:
    - i. Attend that meeting, in accordance with this Article; or
    - ii. Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and also;
    - iii. Informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 72 hours after that meeting, give the Secretary a notice

to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.

75. At a meeting of the Committee to confirm or revoke a resolution passed under this Article, the committee must:
  - a. Give the member, and/or his or her representative, an opportunity to be heard, call and question witnesses and answer questions;
  - b. Give due consideration to any written statement submitted by the member; and
  - c. Determine by resolution whether to confirm or to revoke the resolution.
76. If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 72 hours after that meeting, give the Secretary written notice to the effect that they wish to appeal to the Club in general meeting against the resolution.
77. If the Secretary receives a notice under this Article, he or she must notify the Committee and the Committee must convene a Special General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
78. At a Special General Meeting of the Club convened under this Article:
  - a. No business other than the question of the appeal may be conducted;
  - b. The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - c. The member, and/or his or her representative, must be given an opportunity to be heard, call and question witnesses and answer questions; and
  - d. The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
79. The resolution is confirmed if not less than two-thirds of the general body of members present vote to support the resolution. In any other case, the resolution is revoked.

#### **Article 14. Disputes and Mediation**

80. The grievance procedure set out in this article applies to disputes under these Articles between:
  - a. A member and another member; or
  - b. A member and the Club.
81. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.



82. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
83. The mediator must be:
  - a. A person chosen by agreement between the parties; or
  - b. In the absence of agreement:
    - i. In the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
    - ii. In the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Department of Justice, Dispute Settlement Centre of Victoria.
84. A member of the Club can be a mediator.
85. The mediator cannot be a member who is a party to the dispute.
86. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
87. The mediator, in conducting the mediation, must:
88. Give the parties to the mediation process every opportunity to be heard; and
89. Allow due consideration by all parties of any written statement submitted by any party; and
90. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
91. The mediator must not determine the dispute.
92. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Article 15. Annual General Meeting**

93. The Committee shall determine the date, time and place of the Annual General Meeting of the Club.
94. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
95. The ordinary business of the Annual General Meeting shall be:
  - a. To confirm the minutes of the previous annual general meeting and of any other General Meeting held since that meeting; and
  - b. To receive from the committee reports upon the transactions and other activities of the Club during the last preceding financial year; and

- c. To elect Officers of the Club and the Ordinary Members of the Committee; and
  - d. To receive and consider the Annual Statement submitted by the Club in accordance with the Act.
96. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Articles.

## **Article 16. Special General Meetings**

97. In addition to the Annual General Meeting, other General Meetings may be held in the same year.
98. All General Meetings other than the Annual General Meeting are Special General Meetings.
99. The committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
100. If more than 15 months would have elapsed between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
101. The Committee must, on the request in writing of eligible members representing not less than 5 per cent of the total number of eligible members, convene a Special General Meeting of the Club.
102. The request for a Special General Meeting must:
- a. State the objects of the meeting; and
  - b. Be signed by the members requesting the meeting and note their unique member ID; and
  - c. Be sent to the address of the Secretary.
103. If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
104. If a Special General Meeting is convened by members in accordance with this Article it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Club to the persons incurring the expenses.

## **Article 17. Special Business**

105. All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for

business conducted under these Articles as ordinary business of the Annual General Meeting, is deemed to be Special Business.

### **Article 18. Notice of General Meetings**

106. The Secretary of the Club, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each eligible member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
107. Notice may be sent:
  - a. By prepaid post to the address appearing in the Register of Members; or
  - b. If the member duly authorises, by e-mail to the address supplied by that member.
108. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
109. A member intending to bring any business before a General Meeting shall notify the Secretary in writing or by electronic transmission of that business. The Secretary must include that business in the notice calling the next General Meeting.

### **Article 19. Quorums at General Meetings**

110. No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Articles to vote is present at the time when the meeting is considering that item.
111. Five percent of eligible members entitled under these Articles to vote at a General Meeting personally present shall constitute a quorum for the conduct of the business of a General Meeting.
112. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
  - a. In the case of a meeting convened upon the request of eligible members the meeting must be dissolved; or
  - b. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
113. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the eligible members personally present shall be a quorum.



## **Article 20. Presiding at General Meetings**

114. The President, or in the President's absence, the Vice-President, or in the absence of both, the Club Captain shall preside as Chairperson at each General Meeting of the Club.
115. If the President, the Vice-President and Club Captain are absent from a General Meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **Article 21. Adjournment of General Meetings**

116. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
117. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
118. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Article 18.
119. Except as provided in this Article, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **Article 22. Voting at General Meetings**

120. Upon any question arising at a General Meeting of the Club, an eligible member has one vote only.
121. All votes must be given personally or by an approved alternative voting method.
122. Proxy voting is not allowed.
123. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
124. A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year, provided the General Meeting is held within the calendar month grace period, from the due date.

### **Article 23. Polls at General Meetings**

125. If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
126. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **Article 24. Determining Whether a Resolution is Carried**

127. If a question arising at a General Meeting is determined on a show of hands. The Chairperson may declare that a resolution has been:
- a. Carried; or
  - b. Carried unanimously; or
  - c. Carried by a particular majority; or
  - d. Lost.
128. Any member of the General Body of Membership present at the meeting may call for a division on the vote.
129. An entry to that effect must be recorded in the minute book of the Club including the votes recorded in favour of, or against, that resolution.

### **Article 25. Club Officers**

130. The officers of the Club shall be:
- a. President;
  - b. Club Captain;
  - c. Vice-President;
  - d. Club Vice-Captain;
  - e. Treasurer; and
  - f. Secretary.
131. The provisions of Article 29, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in this Article.

## **Article 26. Committee**

132. The Committee shall control and manage the affairs of the Club.

133. Subject to the Act, the Committee shall consist of:

- a. The Officers of the Club; and
- b. Five ordinary members.

## **Article 27. Powers of the Committee**

134. The Committee shall, subject to these Articles, the Act and other governing regulations, exercise all such essential powers and functions that may be exercised for the proper management of the business and affairs of the Club other than those powers and functions that are required to be exercised by General Meetings of the Club;

### ***Delegating Powers***

135. In particular, but without derogating the general powers conferred herein the Committee may:

- a. Delegate any of its powers to duly constituted sub-committees consisting of members together with persons who are not members, but who have particular relevant skills or expertise;
- b. At any time revoke such delegation.

136. All such sub-committees shall include at least one Committee member and be not less than three persons.

137. All such sub-committees shall conform to any regulation or restriction that may be imposed from time to time upon it by the Committee.

138. The President shall be an ex-officio member of all such sub-committees.

139. All such sub-committees may meet and adjourn, as it thinks proper.

140. Questions arising at any meeting of all such sub-committees shall be determined by a majority of votes of the members present.

141. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

142. The provisions contained in these Articles for regulating the meetings and proceedings of the Committee so far as the same are applicable shall govern the meetings and proceedings of all such sub-committees.

143. The provisions contained in these Articles are not superseded by this Article or by any regulation made by such sub-committee pursuant to this Article.

### ***Making and Rescinding By-Laws***

144. The Committee may from time to time make, amend or rescind By-Laws that are not inconsistent with these Articles and in the opinion of the Committee are necessary or desirable for:

- a. The proper control, administration and management of the Club's finances, affairs, interests, effects and property; and
- b. For the convenience, comfort and well being of the members of the Club; and without limiting the generality thereof particularly for:
- c. Matters as the Committee is specifically empowered by these Articles to regulate via By-law;
- d. General management and control of Club trading activities;
- e. Control and management of Club premises, furniture, fittings, equipment and supplies;
- f. Control and management of course outbuildings, machinery, equipment and supplies;
- g. Conduct of members;
- h. Management and control of play and dress on the course;
- i. Upkeep and control of the course;
- j. Control and management of all competitions;
- k. Privileges to be enjoyed by each category of members;
- l. Fees or charges to be levied for the use of the facilities or amenities of the Clubhouse or Course;
- m. Relationship between members and Club employees; and
- n. Generally, all matters that are commonly the subject matter of the By-Laws or which by these Articles is not reserved for decision by the Club in General Meeting.

#### ***Managing the day to day Business and Financial Affairs of the Club***

145. The Committee may also:
- a. Purchase or otherwise acquire for the Club any property, rights or privileges, which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
  - b. Secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club, as may be thought fit;
  - c. Institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award;
  - d. Determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;

- e. Invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time to vary or realise such investments;
- f. From time to time at its discretion borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Committee may think proper to confer on holders;
- g. To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and with the sanction of a General Meeting any land or buildings belonging to the Club and to lease any property of the Club, provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Control Reform Act (1998) without the written consent of the Victorian Gaming and Liquor Licensing Commission being obtained; and
- h. Appoint, discharge and arrange the duties and powers of all employees of the Club and to determine the pay, salary, or other remuneration with or without compensation any contract for service or otherwise.

#### ***Managing the Club Membership***

146. The Committee may also:

- a. Fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles;
- b. Create sections and sub-committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections;
- c. Fix or approve any supplemental subscription of any charge (whether annual or special) for membership of any such sections or any of them and from time to time to prepare or approve and



- amend By-laws for the control and regulation of such sections or committees and the conduct and activities thereof;
- d. Terminate and dissolve any such section or sub-committee or to reconstitute the same on a similar or different basis;
- e. Set the entrance fees and annual or other subscriptions and fees payable by all members; and
- f. Create or dissolve additional classes of membership without voting rights (such as corporate or seasonal).

## **Article 28. Term of Office and Tenure for Officers and Committee Members**

- 147. Officers and Ordinary Members of the Committee shall all be elected for a term of at least two years;
- 148. The term of office of the President, Treasurer, Vice-Captain and the two longest serving Committee Members shall cease at the AGM held in the next even Current Era Gregorian (CE) calendar year after their election;
- 149. The term of office of the Club Captain, Vice-President, Secretary and the other three Committee Members shall cease at the AGM held in the next odd Current Era Gregorian (CE) calendar year after their election;
- 150. Time in office immediately prior to the adoption of this Constitution due to appointment to casual vacancies as defined in Article 29 shall constitute time in office;
- 151. At every Annual General Meeting the tenure of all appointees to casual vacancies as defined in Article 29 shall also cease; and
- 152. Unless otherwise precluded by these Articles all Officers and Committee Members may stand for re-election for their current position.

## **Article 29. Election of Officers and Committee Members**

### ***Nomination and Election***

- 153. Nominations of candidates for election as Officers of the Club or as Ordinary Committee Members must be:
  - a. Made in writing, signed by two eligible members and accompanied by the written consent of the candidate on the Nomination Form; and
  - b. Delivered to the Secretary of the Club not less than 14 days before the date and time fixed for the holding of the Annual General Meeting.

154. A candidate who must be a financial member of the General Body of Membership may only be nominated for one office, or as an ordinary member of the committee.
155. If insufficient nominations are received, the candidates nominated shall be deemed elected and further nominations may be received and voted on by eligible members at the Annual General Meeting.
156. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be elected.
157. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

#### ***Conduct of a Ballot***

158. Fourteen days prior to the time and date of the Annual General Meeting the Secretary shall cause a final list of the General Body of Members eligible to vote to be compiled from the Register of Members;
159. Other than for the correction of procedural omissions this list shall be final;
160. If a ballot is required it must be conducted during the seven days preceding the date and time set for the Annual General Meeting as follows:
  - a. The Committee shall appoint three members of the General Body of Membership who are not candidates as scrutineers;
  - b. Candidates may provide a 500-word personal biography / Curriculum Vitae that the Secretary shall cause to be displayed with the nomination form on the official Club Notice Board and Club website;
  - c. At least 13 days prior to the date and time of the Annual General Meeting the Secretary shall cause to be verified the validity of all nominations received;
  - d. If the Secretary considers a nomination to be invalid or the personal biography / Curriculum Vitae to be inaccurate they must notify the candidate, nominee and seconder within 24 hours of and accept any verifiable remedy tendered before the ballot is commenced;
  - e. If the Secretary is a candidate for a position then one of the scrutineers appointed under sub-article 6.a shall be delegated the authority to consider and verify all nominations and personal biography / Curriculum Vitae received for that position;
  - f. All votes shall be cast in person during a maximum of four voting periods of at least two hours that the Secretary shall arrange as follows:



- g. One period shall be between the hours of six PM (post meridiem) and nine PM on a weekday during the seven days immediately prior to the time and date of the Annual General Meeting; and
- h. A second period shall be between the hours of nine AM (ante meridiem) and seven PM on the weekend immediately prior to the time and date of the Annual General Meeting;
- i. A third and final voting period shall be the time between three hours and one hour immediately prior to the time and date of the Annual General Meeting;
- j. The fourth voting period may be scheduled at the discretion of the Secretary but not after the final voting period defined in this article.
- k. Proxy and postal votes are not permitted.

#### ***Voting Method***

161. Voting shall be by secret ballot; and

162. A modified preferential voting system shall be applied as follows:
- a. Candidates for each position shall be listed on the ballot paper in alphabetical order;
  - b. Where there are only two candidates for a position a tick, cross or the number one in the box against the candidate shall indicate an affirmative vote;
  - c. Where there are three or more candidates for an office listed on the ballot paper all boxes against candidates must be marked in order of preference, else that vote shall be deemed invalid;
  - d. The last ranked candidate at the conclusion of each round of counting shall have their vote redistributed to the highest-ranking surviving candidates according to the original voter preferences, and so on until a winner or the required number of candidates remain; and
  - e. If after the final distribution of preferences there remain two or more candidates receiving an equal number of votes then the Chairperson shall select by lot the candidate who is elected.

#### ***Declaration of a Ballot***

163. At the conclusion of the final voting period as defined in this Article and prior to the commencement of the Annual General Meeting the Secretary shall declare all ballots closed and direct the scrutineers to determine, declare and report the results to the Chairperson before the commencement of the Annual General Meeting in the form prescribed in the By-laws:

- a. Those deemed elected as Officers and Ordinary Committee Members; and
  - b. The results of all ballots conducted for Officers and Ordinary Committee Members.
164. The report of the scrutineers shall be final and conclusive; and
165. The Chair shall read the report of the scrutineers at the Annual General Meeting and declare elected those candidates so elected.

### **Article 30. Casual Vacancy of Officers and Committee Members Positions**

166. The position of a Club Officer or of an Ordinary member of the Committee becomes vacant if the Officer or Ordinary Committee member:
- a. Ceases to be a member of the Club; or
  - b. Is found guilty of an Indictable Offence under Australian Law; or
  - c. Resigns from office by written notice to the Secretary.
  - d. Upon determining that the position is proved vacant the Committee may at its discretion appoint from the General Body of Members an interim Officer or Committee member; and
  - e. The appointee shall hold that position until the Annual General Meeting next after their appointment at which time their tenure shall cease.

### **Article 31. Committee Meetings**

167. The Committee must meet at least three times in each year at such place and such times as the Committee may determine.
168. The Committee should aim to meet monthly during the competition season.
169. Special Meetings of the Committee may be convened by the President or by his delegate, or by any four members of the Committee.

### **Article 32. Notice of Committee Meetings**

170. Written notice of each Committee meeting must be given to each member of the Committee at least two business days before the date of the meeting.
171. Written notice must be given to members of the Committee of any Special Meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.



### **Article 33. Quorums for Committee Members**

172. Any four members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
173. No business may be conducted unless a quorum is present.
174. If within half an hour of the time appointed for the meeting a quorum is not present:
  - a. In the case of a Special Meeting then the meeting lapses;
  - b. In any other case the meeting shall stand adjourned to the same place and the same time and day in the following week.
175. The Committee may act notwithstanding any vacancy on the Committee.

### **Article 34. Presiding at Committee Meetings**

176. At meetings of the Committee:
177. The President, or in the President's absence, the Vice-President, or in the absence of both, the Club Captain shall preside; or
178. If the President and the Vice-President, or Club Captain are absent, or are unable to preside, the members present must choose one of their number to preside.

### **Article 35. Voting at Committee Meetings**

179. Questions arising at a meeting of the Committee, or at a meeting of any subcommittee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
180. Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **Article 36. Removal of Committee Member**

181. The Club in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the removed member.
182. The removal process must be by **special resolution**.

### **Article 37. Minutes of Meetings**

183. The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee Meeting, together with a record of the names of all persons present at Committee meetings.

### **Article 38. Accounts and Funds**

184. The Treasurer must:
- a. Collect and receive all moneys due and make all payments authorised by the Club; and
  - b. Keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with all activities.
185. A registered company auditor whose report shall be presented for adoption with the Club's financial statements at each Annual General Meeting shall audit the accounts of the Club for the previous financial year.
186. Two members of the Committee must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
187. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

### **Article 39. Common Seal**

188. The common seal of the Club must be kept in the custody of the Secretary.
189. The common seal must not be affixed to any instrument except by the authority of the committee.
190. The affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and the Public Officer of the Club.

### **Article 40. Notices**

191. Except for the requirement in Article 18, any notice that is required to be given to a member, by or on behalf of the Club, under these Articles may be given by:
- a. Delivering the notice to the member personally; or
  - b. Sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

- c. E-mail, if the member has requested that the notice may be given to them in this manner.

#### **Article 41. Winding Up**

- 192. In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act.

#### **Article 42. Custody and Inspection of Books and Records**

- 193. Except as otherwise provided in these Articles, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- 194. All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- 195. With prior approval and arrangement with Secretary, a member may make a copy of any accounts, books, securities and any other relevant documents of the Club, provided however the club shall not be required to disclose the residential and/or business address of a member to any person whether member or otherwise without the express permission in writing of the member/person whose information will potentially be so disclosed.

#### **Article 43. Removal of or Damage to Club Property**

- 196. No person (Member or otherwise) shall remove from the Club premises, course, or outbuildings any property of the Club, nor carelessly or deliberately damage, deface or destroy any Club property.
- 197. Any person committing a breach of this Rule shall forthwith replace any property so removed and shall pay to the Club Treasurer/Financial Controller, such sum as shall be demanded in respect of any property damaged, defaced or destroyed.
- 198. The Committee of the day shall investigate and determine the outcome of each incident.



#### **Article 44. Availability of Club Constitution & By-Laws**

199. A current copy of the Club Constitution and By-Laws shall be made available for inspection at the request of any Member and any other person showing reasonable cause during official club hours, 9am to 4pm Monday to Friday, excluding public holidays.
200. A current copy of Club Constitution & By-Laws shall be available for viewing and/or download on the official Club website.