

CONSTITUTION

of



ABN 74 635 574 801

TABLE OF CONTENTS

Definitions	3
Interpretation	3
Constitution Rules.....	4
1. Rules	4
2. Objects	4
3. Powers	4
4. Membership	7
5. Classes of membership	7
6. Nomination for membership	10
7. Register of members	11
8. Rights, privileges & responsibilities of members	12
9. Suspension/termination of membership	13
10. Management	14
11. Duties/responsibilities of Officers of the Club.....	16
13. Meetings of the Management Committee	19
14. Green fees, nomination fees and subscriptions	20
15. General Meetings	22
16. Quorum & voting procedures.....	23
17. Chairman.....	24
18. Record of meeting	24
19. Sale of liquor.....	24
20. By-Laws	24
21. Alteration of Rules	25
22. Common Seal.....	25
23. Funds and accounts	25
24. Documents	26
25. Financial Year	26
26. Distribution of Surplus Assets	26
27. Gender.....	27
28. Entitlement of Benefit.....	27
29. Governance Structure	28
30. Adoption	29
31. Change Management.....	30

This Constitution

Definitions

In this Constitution unless the context otherwise requires:

“Act” means the Associated Incorporated Act 1981 or any statutory modifications, amendments or re-enactments to any section, part or division is to that provision as so modified amended or re-enacted;

“Constitution” means this constitution and any supplementary, substituted or amended constitution being in force from time to time;

“Members” means the members of The Club.

“The Club” means the incorporated association name the Cooroy Golf Club Inc.

Interpretation

- a) The headings have been inserted for convenience only and do not form part of this The Club’s Constitution or affect its interpretation.
- b) A reference to this Constitution to any Act or any other statute or any provision or section thereof shall be read (unless otherwise provided in this Constitution) as though the words ‘including any statutory amendment or modification thereof and any statutory provision substituted thereof, reenactment or replacement thereof and all rules, Clauses, By-Laws and instruments or other documents made pursuant thereto’ were added to that reference.
- c) Words importing the singular include the plural number and vice versa and words importing any gender include the other genders.
- d) Expressions indicating natural persons also refer to bodies corporate, Trusts and unincorporated associations and vice versa.
- e) Reference to a Clause or part of a Clause or to an Annexure shall be construed as a reference to a Clause or part of a Clause of, or to an Annexure to, this Constitution.
- f) Terms such as ‘herein’, ‘hereby’, ‘hereunder’, and ‘hereof’ refer to this Constitution as a whole and not to the Clause or part of the Clause in which those terms appear.
- g) References to any Constitution or other instrument are to that Constitution or other instrument as it may from time to time be amended or extended in accordance with its terms.
- h) All monetary amounts are expressed in Australian Dollars.

- i) This Constitution is subject to the Act and where there is any inconsistency between a Clause of this Constitution and the Act, the Act shall prevail to the extent of the inconsistency.
- j) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

Constitution Rules

1. Rules

- 1.1. The following rules of The Club are as adopted by the Members of the Club in the proper manner and subsequently sanctioned by the appropriate Queensland Government Officer responsible.
- 1.2. Following adoption any amended rules have been fully processed in accordance with the requirements of:
 - a) The *Associated Incorporated Act (Qld)* 1981, section 48 (as amended); and
 - b) The Liquor Act (Qld) 1992, section 88(1)(b) as amended.

2. Objects

The objects for which The Club is established are:

- 2.1. To promote, encourage and foster the game of golf and athletic sports and pastimes, and to encourage social life between Members of The Club.
- 2.2. To promote and hold, either alone or jointly with any other Association, club or person, meetings, competitions and matches for the playing of golf or other athletic sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefore.
- 2.3. To establish, promote or assist in establishing or promoting, and to subscribe to or become a member of or associated or amalgamated with any other association or club whose objects are similar or in part similar to the objects of The Club, or the establishment or promoting of which may be beneficial to The Club and to join and become a member of any controlling authority of golf in Queensland for the time being.

3. Powers

The powers of The Club are:

- 3.1. To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of The Club provided that The Club shall not subscribe to or support with its funds any club, association or organisation which does not

prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on The Club under or by virtue of Rule 23.10.

- 3.2. In furtherance to the objects of The Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the Members of The Club or persons frequenting The Club's premises.
- 3.3. To purchase, take or lease or in exchange, hire or otherwise acquire lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of The Club PROVIDED THAT in case The Club shall take or hold any property which may be subject to any trusts The Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.4. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of The Club, to obtain from any such Government or Authority any rights, privileges and concessions which The Club may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.5. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and persons as may be necessary or convenient for the purpose of The Club.
- 3.6. To remunerate any person or body corporate for services rendered, or to be rendered, PROVIDED THAT such remuneration must preclude payment to an officer or employee of The Club of any amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by The Club or the receipts of the Club for such liquor, and whether by way of brokerage or otherwise in placing and assisting to place or guaranteeing the placing of unsecured notes, debentures or other securities of the incorporated Club, or in or about the incorporated Club or promotion of the incorporated Club or in the furtherance of its objectives.
- 3.7. To construct, improve, maintain, develop, work manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance The Club's interest and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 3.8. To invest and deal with the money of The Club not immediately required in such a manner as may be from time to time be thought fit.
- 3.9. To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.

- 3.10. In furtherance of the objects of The Club to lend and advance money to give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 3.11. To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuation advance account or overdraft or otherwise to represent or secure and money and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 3.12. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, bills of lading and other negotiable or transferable instruments.
- 3.13. In furtherance of the objects of The Club to sell, improve, manage, develop, exchange, lease, dispose or, turn to account or otherwise deal with all or any part of the property and rights of The Club.
- 3.14. To take or hold, mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of The Club's property of whatsoever kind sold by The Club, or any money due to The Club from purchasers and others.
- 3.15. To take any gift of property whether subject to any special trust or not for any one or more of the objects of The Club but subject always to the proviso of Rule 3.3.
- 3.16. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The Club, in the shape of donations, annual subscriptions or otherwise.
- 3.17. To print and publish any newspapers, periodicals, books or leaflets that The Club may think desirable for the promotion of its objects.
- 3.18. In furtherance of the objects of The Club to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of The Club and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon The Club under or by virtue of Rule 23.10.
- 3.19. In furtherance of the objects of The Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which The Club is authorised to amalgamate.

- 3.20. In furtherance of the objects of The Club to transfer all or any part of the property, assets, liabilities and engagements of The Club to any one or more of the incorporated Associations with which The Club is authorised to amalgamate.
- 3.21. To make donations for patriotic, charitable or community purposes.
- 3.22. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 3.23. To do all other things as are incidental or conducive to the attainment of the objects and exercise of the power of The Club.

4. Membership

Membership of The Club shall be open, to any person of good character and repute who is interested in the playing of the game of golf and who has attained the age of 18 years and whose Membership is, in the opinion of the Management Committee, likely to be compatible with the existing Members of The Club.

5. Classes of membership

The Management Committee will, from time to time, define classes of membership and has the power to modify, add or remove classes of membership as deemed appropriate.

The classes of membership of The Club should include the following:

5.1. Life Members

Shall mean such persons who shall, on the recommendation of the Management Committee, be elected as a Life Member at any General Meeting of The Club in recognition of his or her service to The Club and shall thereafter be entitled to all privileges of Ordinary Membership as the case may be without paying the annual subscription and shall not be liable for any levy which may be made by The Club. A two-thirds majority of the total number of Life and Ordinary members present and voting shall be necessary at such election.

5.2. Ordinary Members

Any person who is eligible for Membership of The Club under this Constitution may be elected in accordance with the provisions contained herein as an Ordinary Member of The Club. As such he or she shall be entitled to vote at General Meetings, hold office or be elected to the Committee. He or she shall be entitled to all privileges connected herewith, but be subject to all disabilities and obligations as an Ordinary Member.

5.3. Honorary Members

Honorary Membership shall be granted to:

- a) A visiting Member of another Club affiliated with the Australian Golf Union, Queensland Golf Union, Women's Golf Queensland, Women's Golf Australia, Professional Golf Union, or association, or any State or District Association or Union recognized by such Unions or Associations for the duration of the day on which he or she takes part in any match, game, competition or Tournament played on The Club's property.
- b) Any prominent citizen visiting The Club for some special occasion.
- c) Members of recognised Social Clubs who, having no golf course of their own, visit The Club for the purpose of playing a match or competition amongst themselves, for the day of such match or competition, provided that prior arrangements are made in writing with The Club specifying the approximate number of players taking part in such match or competition.
- d) Any candidate for Membership (having paid the appropriate nomination fee and subscription fee) pending election by the Management Committee.

5.4. Temporary Members

The Management Committee may admit to Temporary Membership any person for a period not exceeding three consecutive months, upon payment of such fees as shall be set by the Management Committee. No Nomination Fee will be payable.

5.5. Junior Members

- a) The Club may sponsor a Junior Club, the Members of which shall be under the age of 18 years and such Members shall be permitted and allowed the following privileges:
 - i. Playing on the course and the use of the facilities of the Clubhouse.
 - ii. Participating in club competitions, upon such terms and conditions, including the payment of such fees, as The Club may from time to time determine and subject to restrictions as The club may from time to time determine.
 - iii. Shall NOT be eligible to sign visitors in to The Club, or take any part in the management of The Club, nor hold office or vote.
- b) On attaining the age as prescribed in clause 6.7(a) the Membership of a Junior Member shall immediately terminate but he or she shall be entitled to apply for Membership of The club in the class for which he or she is qualified to join subject to payment of the prescribed fees, Rule 6.9.

5.6. Social Members

The Management Committee may admit to Social Membership any person, not under eighteen (18) years of age, upon payment of such fees as shall be set by the Management Committee. No nomination fee shall be payable. Members of this class shall have full access to the Clubhouse and amenities but shall not be entitled to hold any office of The Club, or take part in, or vote, at meetings of The Club, or to take part in any game of golf except on payment of the ruling fee applicable to visitors, or if applicable, to reciprocal club members.

5.7. Cadet Members

This class of membership shall be available to:

- a) Those aged 18-22; and
- b) Those who hold a current Student Card irrespective of age.

Cadet Members shall take no part in the management of The Club nor hold office nor vote at meetings.

5.8. 9-Hole Members

The Management Committee may admit to 9-Hole Membership any person, not under the age of eighteen (18) years of age, upon payment of such fees as shall be set by the Management Committee. Members of this class, who hold a Golf Australia affiliated Ordinary Membership and Golf Australia affiliated 9-hole Membership shall be entitled to vote at general meetings, hold office or be elected to Committees. Members of this class may make the transition to Ordinary Membership providing the appropriate membership is paid and the transition complies with this constitution and regulations of The Club.

Members of this class may;

- a) Play 9 holes per day when the course is available. Members may play 18 holes in one day upon payment of the extra 9-hole green fee; and
- b) May store a motorised cart in The Club's sheds upon payment of all power and storage costs, if there is space available.

5.9. Change in class of membership

Should any Member of one class nominate for and be elected to another class of Membership in respect of which latter class a greater subscription and/or other charges are payable then, forthwith after election to the latter class, such Members shall pay the difference between the lesser and the greater subscription fee and/or other charges and will not be deemed to have been elected to such a class of Membership until the fees have been paid.

5.10. Numbers of members

The Management Committee may, at its discretion, limit the total number of members and members in each class from time to time provided that the rights of members of all classes at the time are maintained.

6. **Nomination for membership**

- a) An applicant for Membership (other than for Honorary or Temporary Membership) shall be proposed and seconded by two members being either Life or Ordinary Members.
- b) A nomination form stating full name, address and occupation shall be given to the Secretary together with the appropriate Nomination Fee and Subscription Fee calculated by the Management Committee. The Secretary shall forthwith record the nomination form with the date and time, and in order of its receipt by The Club.
- c) Particulars of all proposals for Membership (other than for Honorary or Temporary Membership) of The Club shall forthwith upon the receipt of same, be entered, in the order of time in which such proposals are received by the Secretary, in a book (hereinafter referred to as the "Proposed Membership Register") to be kept by the Secretary, (every such entry setting forth the full name and address of the person proposed and the time and date of receipt by the Secretary of the Proposal) and, every proposal shall, subject to Rule 6(f), be dealt with and determined in the order of priority in which it is so received.
- d) The names and addresses of the persons proposed as Members (other than Honorary or Temporary Membership) of The Club shall be displayed in a conspicuous place in The Club premises for at least seven (7) days before their election.
- e) All proposals for Membership (other than Honorary or Temporary membership) of The Club shall be dealt with and determined by the Management Committee at a Meeting or Meetings duly convened and a record shall be kept by the Secretary of The Club of the time and date of holding of every such meeting, the names of members present and voting on the question of admission of each and every person proposed as a Member at such meeting, and the names of the persons so proposed and whether they are accepted as Members or not.
- f) For the purpose of enquiring with respect to the person proposed and dealing with such proposal with particular reference to whether there is a vacancy in the Class of Membership for which the proposal is made the decision thereon may be postponed for no longer than three (3) months.

PROVIDED THAT

- i. The vacancy in respect of which the proposal is to be dealt with and determined is kept open during the period of postponement, and
- ii. The postponed proposal is dealt with and determined forthwith upon the expiration of the period of postponement thereof and in priority to any and every proposal the subsisting or thereafter to be made.
- iii. Candidates for Membership shall be regarded as Honorary Members, from the day nomination is received by the Secretary until the date of election.
- g) The period of Honorary Membership shall not be less than seven (7) days during which time the proposer and seconder shall see that he or she attends The Club, and meets as many Members as possible.
- h) Any applicant who receives a majority of votes of the Officers of the Management Committee present at the meeting at which such applicant is being considered shall be accepted as a member of the class of membership applied for.
- i) Upon acceptance or rejection of an application for any Class of Membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- j) Every elected member shall be deemed to agree to be bound by the Rules of The Club and the payment of the nomination fee and/or appropriate subscription fee shall be conclusive evidence of such agreement.
- k) The Management Committee shall have the right to reject an application for membership.
- l) There shall be no right of appeal against rejection by the Management Committee of any application for membership.

7. Register of members

- a) The Management Committee shall cause a register to be kept in which shall be entered the names, residential and postal addresses of all persons admitted to membership of The Club and the dates of their admission.
- b) Particulars of deaths, resignations etc. shall also be entered into the register as the Management Committee or the Members at any General Meeting may require from time to time.
- c) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

- d) Each Member shall from time to time advise the Secretary of any change in his or her residential/postal addresses, and all notices delivered to or posted to him or her at his or her address so advised shall be deemed to have been duly delivered or posted to him or her as the case may require.

8. Rights, privileges & responsibilities of members

8.1. Rights of Members personal

The rights, privileges and responsibilities of each and every Member of The Club shall be as defined by this Constitution, and such rights, privileges and responsibilities shall be personal to each and every Member, depending on that members Class and Membership, and shall not be transferable by his or her own act or by operation of law.

8.2. Rights of members

Subject to the express provisions of this Constitution and to any By-Laws made pursuant to the powers to make the same under this Constitution: Members of The Club shall, depending upon the Class of Membership, be entitled all times to use in common, all the premises, property and facilities of The Club and to be supplied at such charges as the Management Committee shall from time to time determine which such meals, refreshments, facilities and things as are provided by The Club for the use of its Members depending upon the Class of Member concerned, provided that no Member of the Class shall depending on his or her Class of Membership be entitled to any benefit or advantage from The Club which is not shared equally by every other Member within his or her Class of Membership.

8.3. Restrictions

- a) No persons other than Life Members and Ordinary Members who have paid all their dues shall be entitled to be elected Officers of the Club or be eligible to vote at any General Meeting of The Club, but in all other respects, every Member shall be entitled, subject to any By-laws for the time being in force, to all rights and be subject to all the duties of the Members of The Club depending upon the class of membership of the persons concerned.
- b) Certain competitions designated by the relevant golf committee shall be restricted to Members with a GA handicap.

8.4. Forfeiture of rights

All persons ceasing to be Members whether by retirement, expulsion, death, neglect to pay annual subscription fees, or any other amounts due to The Club, or for any other good and sufficient reason shall, ipso facto, thereupon forfeit all rights to or claim upon The Club or any of its property or to any of the rights and privileges or membership of The Club.

8.5. Power to withdraw or resign

Any member wishing to withdraw from The Club shall give notice in writing prior to the end of the financial year. Should the Member wish to withdraw during the year during the year he or she shall give one (1) months' notice in writing to the Secretary of his or her intention to do so and upon expiration of the notice his or her name shall be removed from the Register of Members. A Member withdrawing during the year shall continue to be liable for any annual subscription fee or levy due and unpaid under Rule 15.3(a) and 15.5(c) at the date of such resignation.

Any Member having discharged his or her liabilities to The Club and wishing to rejoin may be proposed and balloted for in accordance with Rule 6. The Management Committee may, at their discretion, remit any associated nomination fee or part thereof.

9. **Suspension/termination of membership**

- a) The Management Committee shall have the power to reprimand, suspend or expel any Member who, in The Club premises or elsewhere, is in the opinion of the Management Committee, guilty of conduct derogatory to the character of a gentleman or lady or prejudicial to the interests of The Club. A Member shall not be suspended from the privileges of membership under this rule for a period longer than six (6) months.
- b) A Member shall not be dealt with by the Management Committee under this provision, except upon a charge or complaint made in writing to the Secretary. Under this provision:
 - i. Management Committee only shall deal with matters of termination; and
 - ii. Management Committee and/or relevant Sub Committee shall deal with matters of suspension or reprimand.
- c) Any person so reprimanded, suspended or expelled shall have the right of appeal within 28 days of receipt of written notice of reprimand, suspension or expulsion to a Special General Meeting. Such written notice shall inform such person of this right of appeal under this rule. Such appeal shall be in writing signed by the appellant. Upon receipt by the Secretary of appeal a Special General Meeting shall be called by the Secretary in accordance with Rule 16, and the appellant shall be entitled to all Club privileges until such appeal is determined. Such appeal shall be deemed lost unless upheld by two-thirds majority of the total of Life and Ordinary Members present to vote at the meeting. The appellant shall not be entitled to be represented by Solicitor or Barrister or other agent. Forthwith after the expiration of the said 28 days if the person suspended or expelled has failed to appeal, or if his/her appeal has failed then immediately after the Special General Meeting, the person concerned shall lose all rights and privileges of The Club during the period of his suspension or expulsion, and the Secretary shall certify in writing to the Zone and District Golf Associations, and to the

Queensland Golf Union, the name of the member suspended or expelled and the period of the suspension.

10. Management

10.1. The Management Committee

The business and affairs of the club shall be under the control and management of a Management Committee.

The Management Committee shall comprise of the officers of The Club who shall be elected by ballot at the Annual General Meeting.

10.2. Officers of The Club

The Officers of the Club shall be the President, Vice President, Secretary, Finance Director, Men's Captain, Women's Captain, House Director and Greens Director.

10.3. Patron

Patron shall mean such person or persons who shall be elected by any General Meeting to such position.

10.4. Sub Committees

- a) The Executive Sub Committee shall consist of the President, Secretary and Finance Director.
- b) The Management Committee shall have power to appoint from the Members of The Club, the following Sub Committees: Finance, Men's Golf, Women's Golf, House, Greens and others as considered necessary. Such Sub Committees shall perform their function within the policy and in accordance with the directions given to it by the Management Committee and each Sub Committee shall report to each meeting of the Management Committee the steps and actions taken by it between one meeting of the Management Committee and the next meeting thereof.

10.5. Election of Officers of The Club

- a) Nominations for election of Officers of The Club shall be on the official form and shall be signed by the Nominee, the Proposer and the Secunder (who shall be either Life Members or Ordinary Members of The Club) endorsed with the title of office for which he or she is being nominated and delivered to the Secretary not later than fourteen (14) days before the Annual General Meeting.
- b) The Secretary shall place, or cause to be placed, on the clubhouse notice board, the names of all candidates in alphabetical order seeking office,

indicating thereon the office concerned, together with the names of the Proposer and Second, as soon as practicable after receipt of the nomination form. These names shall be placed on the notice board at least fourteen (14) days prior to the Annual General Meeting.

- c) At each Annual General Meeting of The Club the members of the Management Committee must retire from office, but are eligible on nomination, for re-election.
- d) To be eligible for re-appointment an Officer must have attended at least 50% of the scheduled meetings referred to in Rule 13.1 during the preceding year.
- e) In the event of there being insufficient nominations to fill positions of all Officers of The Club then nominations may be called for and filled from and by the eligible Members present at the Annual General Meeting,
- f) The election of the Officers of The Club shall be effected by secret ballot of the eligible members present in person at the Annual General Meeting. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

10.6. Casual vacancies in Officers of The Club

- a) In the event of any casual vacancy in the Officers of The Club the Management Committee may appoint any Life or Ordinary Member to fill such position. The person appointed to fill the vacancy shall hold such office for the remainder of the term of appointment of the person who has been replaced. Periods for Casual Appointment shall not be taken into consideration with reference to Rule 10.5(d).
- b) An officer of the club who has been appointed by the Management Committee can be removed from his or her position by a majority vote of the Management Committee.

10.7. Resignation of Officer of The Club

Any officer of The Club may resign by written notice given to the Secretary. Such resignation shall take effect on the date on which it is received by the Secretary.

10.8. Termination of Membership of Management Committee

Any Officer of The Club may be removed from office at a General Meeting of The Club where that Officer shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of The Members present at such a General Meeting.

10.9 Committee Member Honorary

No Officer of The Club shall receive any remuneration for his or her services as such Officer save for the Club Manager pursuant to By-Law 1.7. PROVIDED HOWEVER that any Officer shall be remunerated for any expenses properly incurred by him or her by direction of the Management Committee.

11. Duties/responsibilities of Officers of the Club

11.1. President

The President shall conduct all meetings in an orderly manner, attend meetings of Sub Committees as required and carry out such executive duties as may be required.

11.2. Vice President

The Vice President shall assist with and carry out the duties of the President as and when required.

11.3. Secretary

The Secretary shall carry out all the duties as set down in the Rules and in addition shall:

- a) Attend to all inward and outward correspondence.
- b) Maintain a record of all Financial Members.
- c) Show names of all Members on the membership Board and remove the names of members who are not financial as at the last day of July or thirtyfirst day of December each year, per Rule 14.5(c).
- d) Provide notice for all Financial Members of any amendment to the Rules or By-Laws that may be adopted from time to time.

11.4. Finance Director

The Finance Director shall carry out all duties as set down in the Rules and in addition shall:

- a) Present to each monthly meeting –
 - i. a current financial statement
 - ii. a record of al payments made since the last meeting
 - iii. a Statement of Income/Expenditure from preceding month
- b) Maintain a record of stock supplied by the House Director.

11.5. Men's Captain

The Men's Captain shall:

- a) Be responsible for the conduct of all men's golf competitions (excluding Vets).
- b) Liaise with the Club Manager with regard to the conduct of Men's golf competitions.
- c) Liaise with the Women's Captain with regard to the conduct of competitions.
- d) Liaise with the Greens Director with regard to course presentation.
- e) Be responsible for the correct application of the Rules of Golf and By-Law 4 with regard to the conduct for all men's competitions.
- f) Be responsible for the correct application of the men's handicapping system.
- g) In conjunction with the Women's Captain be responsible for the prompt dispatch of all players at the correct tee-off times for all set competitions.
- h) Be responsible for the placement of the Men's tee markers.
- i) Liaise with the Club Manager in relation to the content and the printing of the score cards.
- j) Liaise with Club Manager in relation to the development of an Annual Program of Competitions and Events.

11.6. Women's Captain

The Women's Captain shall:

- a) Be responsible for the conduct of all women's golf competitions (excluding Vets).
- b) Liaise with the Club Manager with regard to the conduct of women's golf competitions.
- c) Liaise with the Men's Captain with regard to the conduct of competitions.
- d) Liaise with the Greens Director with regard to course presentation.
- e) Be responsible for the correct application of the Rules of Golf and By-Law 4 with regard to the conduct of all women's competitions.
- f) Be responsible for the correct application of the women's handicapping system.
- g) In conjunction with the Men's Captain be responsible for the prompt dispatch of all players at the correct tee-off times for all set competitions.
- h) Be responsible for the placement of the women's tee markers.
- i) Liaise with the Club Manager in relation to the content and the printing of the score cards.
- j) Liaise with Club Manager in relation to the development of an Annual Program of Competitions and Events.

11.7. Club Manager

The Club Manager shall be paid the remuneration that The Club determines by resolution and shall report to the Executive Committee of The Club in line with the '*Governance Structure*' set out in Clause 29 of this Constitution.

The Club Manager is responsible for the coordination and supervision of all staff for The Club, including Greens Staff and House Staff. All staff will report to the

Club Manager in relation to all human resource matters, all matters pertaining to the running of The Club including its golf course. The Club Manager will also endeavour to attract business to The Club through corporate activity, social golf and sponsorship and ensure members funds are effectively utilised in the best interests of The Club.

11.8. House Director

The House Director shall:

- a) Do all things required as directed by the Club Manager.
- b) Ensure the premises, furniture, fitting etc. are maintained and are in good order.

11.9. Greens Director

The Greens Director shall:

- a) Maintain and improve The Club's course in conjunction with and, where necessary, at the direction of the Club Manager.
- b) Provide direction to and liaise with the Greens Superintendent with regard to course maintenance and improvement.
- c) Maintain a record of all plant/machinery and equipment including dates of repair/replacement.
- d) Liaise with the relevant Captain concerning the preparation of the course for competition play.
- e) Approve ordering of all items require for course maintenance and improvement.

12. Functions of the Management Committee.

12.1. Except as otherwise provided by these Rules and subject to resolutions of the Members of The Club carried at any General Meeting, the Management Committee: –

- (a) Shall have the general control and management of the administration of the affairs, property and funds of The Club; and
- (b) Shall have the authority to interpret the meaning of these Rules and matters relating to The Club on which these Rules are silent.

12.2. The Management Committee may exercise all the powers of The Club –

- a) to borrow or raise or secure the payment of money in such a manner as the Members of The Club may think fit and secure the same or the payment or performance of any debt, liability, contract, mortgage charge, guarantee or other engagement incurred or to be entered into by The Club in any way in particular by the issue of debentures, perpetual or otherwise charged upon

all or any of The Club's property, both present and future and to purchase, redeem or pay off any such securities; and

- b) to borrow money from Members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities; whether outright or as security for any debt, liability or obligation of The Club, and to provide and pay off any such securities; and
- c) to invest in such manner as the Members of The Club may from time to time determine.
- d) Provided that any Capital expenditure by the Management Committee that is to be in excess of any amount equal to twice the amount of the Annual Subscription Fees received in the previous financial year must be approved by the Members at a General Meeting, prior to expenditure.

13. Meetings of the Management Committee

- 13.1. The management committee shall meet at least once every calendar month to exercise its functions
- 13.2. A Special Meeting of the Management Committee shall be convened by the secretary on the requisition in writing by not less than one-third of the Members of the Management Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of business to be transacted thereat.
- 13.3. At every Meeting of the Management Committee, a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last Annual General Meeting of the Members, shall constitute a quorum.
- 13.4. Subject as previously provided by the Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; provide that questions arising at any Meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 13.5. A member of the Management Committee shall not vote in respect of any contract or proposed contract with The Club in which he or she is interested, or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.
- 13.6. Unless all Officers of The Club have agreed not less than seven (7) days' notice shall be given by the Secretary to the Officers of The Club of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- 13.7. The President shall preside as Chairman at every Meeting of the Management Committee or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice President is no present at the meeting then the Officers of the Club may choose one of their members to be Chairman of the Meeting.
- 13.8. If within half an hour from the time appointed for the commencement of a Management Committee Meeting a quorum is not present, the meeting, if convened upon the requisition of Officers of The Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 13.9. A resolution in writing signed by all the Officers of The Club for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such Resolution may consist of several documents in like form; each signed by one or more of the Officers of The Club.

14. Green fees, nomination fees and subscriptions

- 14.1. Every player playing on The Club's course shall pay such green fees, as the Management Committee shall, at its discretion, from time to time prescribe.
- 14.2. All persons, seeking to become Members of The Club shall pay a nomination fee as the Management Committee shall, at its discretion, from time to time prescribe.
- 14.3. Members subscription fees
 - a) Every Member shall pay in advance the appropriate annual subscription fee (subject to provisions of Rule 14.5(b) as the Management Committee shall, at its discretion, from time to time prescribe. Except that the Management Committee shall not have the power to increase annual subscriptions for the ensuing year by an amount exceeding 10% over the annual fee (excluding GST) paid in the previous financial year or introduce new fees without the prior consent of members eligible to vote at a General Meeting.
 - b) Upon payment of such subscription, each Member shall be issued with a Membership Card showing his or her name and the date to which he or she is financial.
 - c) The membership year shall commence on the first day of July and end on the thirtieth day of June in each year.

14.4. Levies

On the recommendation of the Management Committee, eligible Members may vote at a General Meeting (of which due notice has been given) to make a levy on Members in any one year. The vote to make such levy must be carried by a majority of two-thirds of the Members present and voting at the Meeting. Notwithstanding anything to the contrary in these Rules, the levy shall apply to all Members other than Life Members, Temporary Members, Honorary Members and Junior Members.

14.5. Notification of dues payable

- a) Before the first day of July in each year or as soon as possible thereafter, the Secretary shall notify all Members in writing of the amount of the Annual Subscription Fee. Levies and other charges due for the ensuing year. Such notices shall draw attention of Members to the provisions of Rule 14.5(b) and 14.5(c).
- b) Subscription fees may be paid by yearly or half-yearly instalments with the yearly and first half-year fees due and payable by the thirteenth day of June and the second half-year fees due and payable by the thirty-first December next. Subscription fees may also be paid by Direct Debit. Direct Debit payment must comply with the relevant clauses as sown on the Conditions of Direct Debit Membership signed by the member
- c) If any member fails to pay all or first half year fees by the last day of June Next, or in the event of the Member exercising the option of Rule 14.5(b), the second half year fee instalment by the thirty-first December next, the Member's name shall be removed from the Register of Members and he or she shall no longer be Member of The Club, but may be re-admitted by the Management Committee upon payment of the full nomination fee and appropriate subscription fee as is applicable from time to time.

14.6. Relief from payment of fees

No Member of The Club shall, except by a special resolution passed by the Management Committee, be relieved from payment of the regular nomination fee and/or subscription fee or any charges or levies payable by the relevant Class of Membership

14.7. Leave of absence

The Management Committee shall have the power to grant any Member a Leave of Absence for any period, which it considers in its discretion to be reasonable in the circumstances. The subscription fee payable by the Member on Leave of Absence shall be determined by the Management Committee from time to time.

15. General Meetings

15.1. Annual general meetings

- a) The Annual General Meeting of The Club shall be held in the first twenty one (21) days of November for the purpose of:
 - i. Confirmation of the minutes of the previous Annual General Meeting and/or Special General Meeting.
 - ii. Receiving reports from the President and Directors.
 - iii. Receiving the Audited Balance Sheet and Accounts for the preceding financial year up to 31 July.
 - iv. Election of Officers of The Club.
 - v. Appointment of Auditor.
 - vi. Transactions of other business in accordance with the Rules.
- b) All notices of motions to be moved at an Annual General Meeting shall be given to the Secretary in writing at least twenty-eight (28) days prior to such meeting. The Secretary shall include the proposed motions in the notice convening the meeting
- c) The Annual General Meeting of The Club shall be convened only on notice in writing posted in the clubhouse. Such notices shall state the business to be considered at such meeting.

15.2. Special general meetings

- a) Special General Meeting may be called at any time.
 - i. By direction of the Management Committee.
 - ii. As required by Rule 9(c).
 - iii. By requisition to the Secretary by at least 10% of Life Members and/or Ordinary Members. Such requisition to state the reason for wishing to call such a meeting.
- b) The Secretary shall call such meeting within twenty-one (21) days of receiving such direction, appeal or requisition.
- c) It shall not be competent for such meeting to transact any other business than that for which the meeting is specially summoned, or any amendment which in the opinion of the Management Committee shall bear directly thereon.
- d) Special General Meetings of The Club shall be conveyed only in notice in writing posted in The Club House at least fourteen (14) days prior to the date of the meeting. Such notice shall state the business to be considered at such meeting.

16. Quorum & voting procedures

16.1.

- a) At any General Meeting the total number of Life Members and Ordinary Members required to constitute a quorum shall be twenty-five (25).
- b) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- c) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of the Officers of The Club of Members of The Club shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum.
- d) The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as foresaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16.2. Unless otherwise provided by these Rules, at every General Meeting:

- a) The President shall preside as Chairman, or if there is no president or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice President shall be the Chairman or if the Vice President is not present or is unwilling to act then the Members present shall elect one of their number to be Chairman of the Meeting.
- b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- c) Every question, matter or resolution shall be decided by a majority of votes of the Members present.
- d) Every Member present shall be entitled to one vote. In the case of equality of votes the question shall be deemed to be decided in the negative.
- e) Voting shall be by show of hands or a division of Members unless not less than one fifth of the Members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct

the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

17. Chairman

- 17.1. All meetings shall be presided over by the President or in his/her absence, the Vice President. In the absence of the President and Vice President, the Members present shall elect a Chairman by a show of hands.
- 17.2. The interpretation of the Rules at any meeting shall be, in the first instance left to the Chairman to submit the question of interpretation to the meeting and, if the decision of the meeting be adverse to the opinion of the Chairman, he or she must submit such decision.

18. Record of meeting

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; provided that the minutes of any General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

19. Sale of liquor

- 19.1. No liquor shall be sold or supplied or consumed on The Club premises on any days or during such hours, or sold or supplied or permitted to be consumed by such persons, as are prohibited by an Act of Parliament or lawful proclamation.
- 19.2. No person under eighteen (18) years of age shall be admitted a Member of The Club, and no liquor shall be supplied to any person under eighteen (18) years of age.
- 19.3. No remuneration shall be made to employees which is calculated on commission for sale of liquor – refer to Rule 3.6.

20. By-Laws

The Management Committee may from time to time make, amend or repeal By-Laws, not consistent with these Rules, for the internal management of The Club and, any By-Law may be set aside by a General Meeting of Members.

21. Alteration of Rules

Subject to the provisions of the associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting by seventy-five (75) per cent of those members present and entitled to vote. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been subsequently submitted to and approved by the appropriate Queensland Government authority as required.

22. Common Seal

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by an Officer of The Club and shall be countersigned by the Secretary or by a second Officer of The Club or by some other person appointed by the Management Committee for the purpose.

23. Funds and accounts

- 23.1. The funds of The Club shall be banked in the name of The Club in such bank as the Management Committee may from time to time direct.
- 23.2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of The Club and the particulars usually shown in books of like nature.
- 23.3. All moneys shall be banked as soon as practicable after the receipt thereof.
- 23.4. Payments of one hundred dollars (\$100) or more must be made by cheque or electronic funds transfer.
 - a) If a payment of one hundred dollars (\$100) or more is made by cheque, the cheque must be signed by any two of the following:
 - i. President
 - ii. Secretary
 - iii. Finance Director
 - iv. Any one of three other Officers of The Club authorised from time to time, for that purpose, by the Management Committee OR - the Club Manager of The Club.
 - b) However – one of the persons who signs the cheque must be the President, the Secretary or the Finance Director.
 - c) Payments of one hundred dollars (\$100) or more made by electronic funds transfer first must be authorised by any two of the President, the Secretary or the Finance Director.

- 23.5. Cheques shall be crossed “Not Negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.
- 23.6. The Management Committee shall determine the amount of petty cash which shall be kept on the Imprest system.
- 23.7. All expenditure shall be approved or ratified by the Management Committee.
- 23.8. As soon as practicable after the end of each Financial Year the Finance Director shall cause to be prepared a statement containing particulars of:
- a) The income and expenditure for the financial year just ended, and
 - b) The assets and liabilities and of all mortgages, charges and securities affecting the property of The Club at the close of that year.
- 23.9. All such statements shall be examined by the Auditor who shall present his/her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 23.10. The income and property of The Club whencesoever derived shall be used and applied solely in promotion of objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to or amongst the Members of The Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of moneys advanced by him or her to The Club or otherwise owing by The Club to him or her or of remuneration to any officers or servants of The Club or to any Member of The Club or other person in return for any services actually rendered to The Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to a Member for out of pocket expenses, money lent, reasonable and proper charges for goods hired by The Club or reasonable and proper rent for premises demised or let to The Club.

24. Documents

The Management Committee shall provide for the safe custody of books, documents, instrument of title and securities of The Club

25. Financial Year

The Financial Year of The Club shall close on 30 June in each year.

26. Distribution of Surplus Assets

If The Club shall be wound up in accordance with the provisions of The Club’s Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among

the Members of The Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of The Club, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on The Club or by virtue of Rule 23.10. Such institution or institutions to be determined by the Members of The Club.

27. Gender

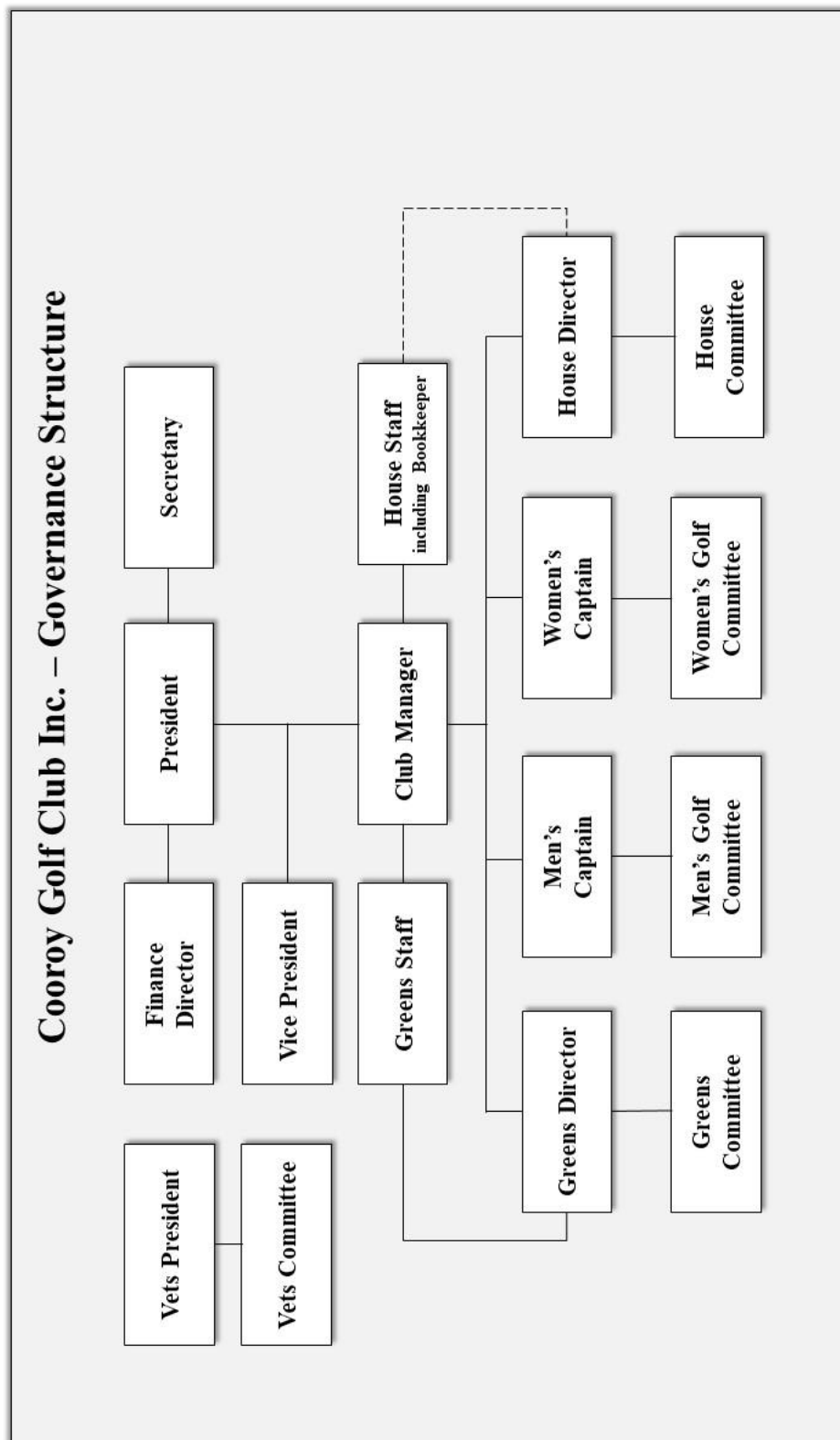
In all matters covered by this Constitution and Rules the masculine gender shall include the feminine and vice versa.

28. Entitlement of Benefit

No Members shall be entitled to any benefit or advantage from The Club which is not shared equally by every Member thereof.

29. Governance Structure

The following diagram describes the governance structure adopted by The Club and defines the relationship between the entities responsible for managing and conducting the activities and operations of The Club.



30. Adoption

Amended and adopted at Annual General Meeting of members of *Cooroy Golf Club Inc.* held on the **Thirteenth** day of **November 2019**

In the presence of

and

Greg Michael – President

Andrew Dick – Secretary

31. Change Management

Date	Change Summary	Comment
13/11/2019 AGM	<p>As amended 13th November 2019</p> <ul style="list-style-type: none"> ✓ Clause 5 - Management Committee given the power to add, modify, and delete classes of membership. 9-Hole GA Membership privileges extended to voting and holding office etc. in line with Ordinary Members. ✓ Clause 10.5 – Officer reappointment eligibility requirement for attendance at scheduled meetings reduced from 70% to 50%. Clause 10.6 – The power to remove an Officer of the club by the same mechanism as appointed given to the Management Committee. ✓ Clause 14 – The Management Committee given the power to prescribe green fees, nomination fees and subscription fees (subject to 10% limit). ✓ Clause 15.1 – Clause 15.1 a) vi (AGM Agenda - determination of fees) deleted as no longer valid because of the above changes. Clause vii renumbered vi. 	<p>The majority of these changes provide the Management Committee with the power and operational flexibility to act quickly to meet the range of challenges faced by the club.</p> <p>The change recognises a practical reality.</p> <p>The change provides consistency.</p> <p>See the first comment above.</p>
15/11/2017 AGM	<p>As amended 7th October 2017</p> <ul style="list-style-type: none"> ✓ Title General Manager changed to Club Manager and responsibilities clarified. ✓ Clause 11.9 - Greens Director responsibilities clarified to include providing direction to Greens Superintendant. ✓ Clauses 11.5 j) and 11.6 j) amended to reflect decision to cease printing hard copy Annual Program Book. 	<p>Consistent with actual role and responsibilities.</p> <p>Consistent with actual role and responsibilities.</p>
19/4/2017 SGM	<p>As amended 17th March 2017</p> <ul style="list-style-type: none"> ✓ Regulatory compliance updates. ✓ Notice of Meeting not required to be posted in Newspaper. ✓ Duties/Responsibilities of Office Bearers moved from By-Laws to Constitution. ✓ Governance Structure formally incorporated 	<p>More appropriate that they reside in Constitution.</p>

	<p>into Constitution.</p> <ul style="list-style-type: none"> ✓ Title of Men's Golf Director and Women's Golf Director changed to Men's Captain and Women's Captain. ✓ Role and Responsibilities of Men's Captain and Women's Captain amended to provide a clearer understanding of the scope of responsibilities. 	<p>More appropriate for duties and responsibilities.</p> <p>Primarily responsible for the conduct of all men's or all women's golf competitions (excluding Vets).</p>
18/11/2015 AGM	<ul style="list-style-type: none"> ✓ Cadet Membership added. ✓ Financial Year changed to close on 30th June each year. 	
12/11/2014 AGM	<ul style="list-style-type: none"> ✓ Election of Officers of Club rules changed such that all members of the management committee must retire at AGM, but are eligible, on nomination, for re-election. 	
13/11/2013 AGM	<ul style="list-style-type: none"> ✓ Membership Year changed to run from July to June each year. 	