

CONSTITUTION  
OF THE GOLD COAST DISTRICT GOLF ASSOCIATION INC.

NAME

- 1 The name of the incorporated association shall be GOLD COAST DISTRICT GOLF ASSOCIATION INC. (in these Rules called "the Association")

OBJECTS

- 2 The objects for which the Association is established are:-
- (i) To promote the game of golf generally, and in particular throughout the district and within boundaries of the Association as defined from time to time by Golf Queensland Ltd. (In these rules called "Golf Queensland")
  - (ii) To control and regulate pennant matches within the District of the Association.
  - (iii) To control and regulate matches between the Association and other District Associations.
  - (iv) To control and regulate championship and other meetings and/or games within the District of the Association.
  - (v) To determine and control, within the District of the Association, the Australian Course Rating and Handicapping System on behalf of Golf Queensland and any amendment recommended by Golf Queensland.
  - (vi) To enforce, as far as possible, the observance by all players of the Rules and etiquette of golf as laid down by the Royal and Ancient Golf Club of St Andrews.
  - (vii) To decide any questions in dispute in relation to the game of golf that may be submitted for decision by a Club affiliated with the Association.
  - (viii) To appoint such Committees either from within or without the Association, as may be deemed necessary in carrying out any of its objects.
  - (ix) To represent Gold Coast Golf Clubs on bodies such as Golf Queensland and other sporting associations.
  - (x) To affiliate with the "Union", the acknowledged governing body in the State of Queensland.
  - (xi) To do all other lawful things as are incidental or conducive to the attainment of the above objects or any of them which the Association may decide upon by resolution passed in accordance with these Rules.

## POWERS

3 The powers of the Association are:-

- (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "GOLD COAST DISTRICT GOLF ASSOCIATION";
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association 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 Association under or by virtue of rule 29(10);
- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall deal with the same in such manner as is allowed by law having regard to such trusts:
- (5) 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 Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) 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 Association's interests, 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;

- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or 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;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);
- (17) 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 Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 Association under or by virtue of rule 28(1);

- (20) In furtherance of the objects of the Association 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 Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Associated is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) 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;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;

#### CLASSES OF MEMBERS

- 4 (1) The membership of the Association shall be unlimited in number and shall consist of:-
- (i) Traditional Golf Clubs;
  - (ii) Life Members;
  - (iii) Other Golf Clubs as specified in rule 4(4);
  - (iv) Resort Golf Clubs;
- (2) Traditional Golf Clubs: All properly constituted golf clubs under the control and direction of the golf club's membership, which have proprietary rights of, or have under their control and direction, under lease or other agreement, a golf course with not less than nine holes which golf club has obtained the approval and consent of Golf Queensland and its own district association (if any). The number of Traditional Golf Clubs shall be unlimited.
- (3) Life Members: The Association may, at its discretion, elect each year a person who is a member of a member club for appointment as a Life member, provided that:-
- (a) Not more than one (1) individual shall be elected in any one (1) year;
  - (b) The person so selected shall be one who has rendered long and conspicuous and meritorious service to the Association in an active or administrative capacity over a period exceeding ten (10) years;
  - (c) Every proposal for Life membership shall be submitted to the Management Committee who shall, if they approve the proposal, nominate the person concerned to the Annual General Meeting; such appointment to be by a three quarters majority of those attending and entitled to vote;

- (d) A Life Member shall receive a Life membership badge and shall be entitled to all the rights and privileges of the Association for life without payment of any subscription or fees.
- (4) Such other Golf Clubs: properly constituted Golf Club which have proprietary rights of, or have under their control and direction under lease or agreement a golf course with not less than nine holes which golf club has an internal membership structure and has the consent of Golf Queensland and its own District Association (if any).
- (5) Resort Golf Clubs: Resort Golf Clubs or Resort Golf Course proprietors as shall from time to time be approved in General Meeting of the Association.

#### MEMBERSHIP

- 5 (1) Every Golf Club or Life Member who, at the date of incorporation of the Association was a member of the unincorporated association, and who on or before the date of Incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of Membership of the Association as that Member held in the unincorporated Association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.
- (2) Each Golf Club making application for membership with the Association shall do so in the following manner:-
  - (a) Duly complete the form of application approved by the Management Committee such form of application to be signed by either the President and Secretary of the appointed club or other duly authorised officer of the applicant club.
  - (b) Such form of application shall include the following details:-
    - (i) The name and address of the applicant club shall be stated in full;
    - (ii) The number of members in all categories of membership;
    - (iii) A copy of the governing rules of the applicant club;
    - (iv) A statement to the effect that the applicant club shall agree to abide by and enforce the Rules and all lawful decisions of the Association;
    - (v) Details of Land Tenure;
    - (vi) The closing date of its financial year.
  - (c) The application for membership shall be accompanied by the requisite fee as set by the Management Committee from time to time.
  - (d) Each Member Club shall, within one month of passing an amendment of its rules notify the Association, in writing, of such alteration or amendment.

## REPRESENTATION

- 6 (a) A Traditional Golf Club shall have the right to be represented by Delegates at any meeting of the association which Delegates shall have voting rights in accordance with clause 25(4)(a) as follows:-
- (i) Traditional Golf Clubs with less than 100 members - two (2) Delegates
  - (ii) Traditional Golf Clubs with 100 or more members - three (3) Delegates
- (b) A Life Member shall have the right to attend any meeting of the Association and speak on any matter but shall not have voting rights in accordance with the provisions of clause 25(5) hereof.
- (c) Other Golf Clubs shall have the right to be represented by Delegates at any meeting of the association which Delegate shall have voting rights in accordance with Clause 25(4)(a) as follows:-
- (i) Other Golf Clubs with less than 300 members - one (1) Delegate;
  - (ii) Other Golf Clubs with 300 or more members - two (2) Delegates.
- (d) A Resort Golf Club shall have the right to be represented by one Delegate at any meeting of the Association and shall have a vote in accordance with the voting rights as set out in the provisions of Clause 25(4)(a) hereof.
- (e) Each appointed Delegate shall be certified by their club's secretary giving their names and addresses.
- (f) No person shall be eligible to represent more than one Member Club.
- (g) In the event of an appointed Delegate being unable to attend a meeting the Club he represents may name a substitute to act in his stead and notify the Association accordingly. Such substitute Delegate shall exercise all the powers of the appointed Delegate at that meeting.
- (h) A Delegate appointed under Rule 6(a), 6(c), 6(d) shall remain as a Delegate until his Club advises the Association that he no longer represents that Club.

## MEMBERSHIP FEES

- 7 (a) Each Member Club shall pay to the Association within one month of the 31st December in each year an annual capitation fee per member as the Association in general meeting may determine from time to time; always provided that, if any Member Club by reason of its membership of the Union pays to Golf Queensland a capitation fee then the amount of the fee paid to Golf Queensland may be deducted from the capitation fee payable to the Association.
- (b) For the purposes of Rule 7(a) members mean members of all categories except:-

- (i) any person under the age fourteen (14) years who does not hold a Golf Australia Handicap; and
  - (ii) any member without playing rights on the Club's Golf Course.
- (c) Of the capitation fees paid by Member Clubs to the Association a proportion thereof shall be paid to Golf Queensland as is mutually agreed upon by Golf Queensland and the Association.
- (d) Each Member Club in each year shall forward to the Association with its capitation fees to certificate signed by the Secretary of the Club setting out the number of members of all categories as at the closing date of the Club's Financial year.
- (e) Failure of any Member Club to pay the fees as hereinbefore provided shall preclude that Member Club from representation or voting at any meeting of the Association whilst such default continues; always provided that if in the opinion of the Management Committee undue delay has occurred in payment of such fees any further penalty shall be made in the absolute discretion of the Management Committee.

#### ADMISSION AND REJECTION OF MEMBERS

- 8 (a) After receipt of any application for membership together with the requisite fee, the Management Committee shall present the application to the next general meeting of delegates which meeting shall consider such application and thereupon determine upon the admission or rejection of the applicant.
- (b) Any applicant who receives a majority two thirds or more of the votes of the members at the general meeting shall be accepted as a member of the Association.
- (c) Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

#### TERMINATION OF MEMBERSHIP

- 9 (1) A member may, subject to payment of all dues to date, resign from the Association at any time by giving three month's notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member golf club:-
- (a) is excluded or debarred from Golf Queensland; or
  - (b) fails to comply with any of the provisions of these Rules; or (c) has membership fees in arrears for a period of one ( 1 ) month or more; or

(d) conducts itself in a manner considered to be injurious or prejudicial to the character or interests of the Association, only upon the resolution of not less than two-thirds (2/3) majority of the delegates in General meeting shall a member golf club have its membership terminated.

Or a Delegate: -

(e) is convicted of an indictable offence;

(f) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

then the Management Committee shall within three (3) months call a Special General Meeting to consider whether a Club's membership or Delegate's status, as the case may be, shall be terminated.

(3) At such Special General Meeting the Member Club or the Delegate concerned, as the case may be, shall be given a full and fair option of presenting their case and if the Meeting by a three quarters or more majority resolves to terminate the membership or representative status then the Management Committee shall instruct the Association Secretary to advise the Member Club or Delegate, as the case may be, in writing accordingly.

#### APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10 (1) A person or golf club whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his or its intention to appeal against the decision of the Association and shall pay the prescribed fee as set by the Management Committee from time to time.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership or Delegate status, the Management Committee shall convene a General Meeting to determine the appeal within three (3) months of the date of receipt by the Secretary of such notice. At any such meeting the applicant shall be given the opportunity to fully present its or his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of three quarters or more of the Delegates present at such meeting.

(3) Where a Member Club or proposed Member Club whose application is rejected, does not appeal against the decision of the Association Committee within the time prescribed by Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid on application for membership.

#### REGISTER OF MEMBERS



- 11 (a) The Management Committee shall cause a register to be kept in which shall be entered the names of all Member Clubs, Life Members and current Delegates admitted to the Association together with addresses and telephone numbers and in the case of Member Clubs the number of members of all categories.
- (b) Every Club shall maintain a current list of members of all categories and shall advise the Association Secretary the number of same as hereinbefore prescribed.
- (c) Particulars shall also be entered of resignations, terminations, deaths and reinstatements and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (d) The Register shall be open for inspection at all reasonable times by any member or Delegate who previously applies to the Secretary for such inspection.
- (e) A member of the association must not:
- (i) Use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (ii) Disclosure of information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purposes of advertising for political, religious, charitable or commercial purposes.
  - (iii) Sub-rule (ii) does not apply if the use or disclosure of the information is approved by the association.

#### MEMBERSHIP OF MANAGEMENT COMMITTEE

- 12 (1) The Management Committee of the Association shall consist of:-
- (a) A President,
  - (b) A Vice- President,
  - (c) the Delegate to Golf Queensland
  - (d) three committee members
    - (i) the President who shall be elected at the Annual General Meeting of the Association;
    - (ii) the Vice-President who shall be elected at the Annual General Meeting of the Association.
- (2) Every Committee Member and Officer of the unincorporated Association on the date of incorporation shall continue as a Committee Member or Officer of the

Association until the next Annual General Meeting or until that person retires, whichever is the earlier.

- (3) Nominations for the positions of President and Vice President shall be made in writing signed by two Delegates with the nominee's consent endorsed thereon, or attached thereto, and shall be delivered to the Secretary at least seven (7) clear days prior to the date of the Annual General Meeting;
- (4) Nomination for other members of the Management Committee shall be proposed and seconded at the Annual General Meeting; always provided that upon election each officer and every member of the Executive Committee shall sign a form of consent to act in the position to which he is appointed.
- (5) The election of Officers and other Members of the Management Committee shall be determined by secret ballot. They shall be voted for separately and receive a majority of all the votes cast to enable them to be elected, and they shall continue in office until the date of the next Annual General Meeting. In the event of any casual vacancy occurring in the Office of an Officer or other Member of the Management Committee by reason of death, resignation or disability of any such person the Management Committee may appoint a successor from amongst the Delegates to hold office until the date of the next Annual General Meeting.
- (6) Any member of the Management Committee may resign from membership thereof any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (7) Any Member of the Management Committee may be removed from office at a general meeting of the Association where such Member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the Members present at such general meeting.

#### VACANCIES ON MANAGEMENT COMMITTEE

- 13 (1) The Management Committee shall have power at any time to appoint any Delegate of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14 (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association 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 Association and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association: -
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (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 Association, and to provide and pay off any such securities; and
  - (c) to invest in such manner as the members of the Association may from time to time determine.
- (3) The Management Committee shall appoint a Secretary -Treasurer, who shall not be a delegate of a Member Club but may be a financial member of a Member Club. The Secretary-Treasurer's appointment shall be either in an honorary capacity or at such remuneration as may be determined by the Management Committee. The Management Committee may at any time, suspend, dismiss, remove or accept the resignation of such Secretary-Treasurer and appoint another in his place.

#### MEETINGS OF MANAGEMENT COMMITTEE

- 15 (1) The Management Committee shall meet not less than once every two calendar months or shall be held at any time at the direction of the President or in his absence of the Vice-President, to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed 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 the business to be transacted thereat.

- (3) At every meeting of the Management Committee a number equal to two-thirds (2/3) of the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
  - (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided 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.
  - (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
  - (6) Not less than fourteen (14) days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
  - (7) The President shall preside as Chair person 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 Chair person or if the Vice President is not present at the meeting then the members may choose one of their number to be Chair person of the meeting.
  - (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 members of the Management Committee, 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 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.
- 16
- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
  - (2) A sub-committee may elect a Chair person of its meeting. If no such Chair person is elected, or if at any meeting the Chair person is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair person of the meeting.
  - (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

- 17 All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 18 A resolution in writing signed by all the members of the Management Committee 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 members of the Management Committee.
- 19 The President shall be an "ex officio" member of all sub-committees.

#### ANNUAL GENERAL OR GENERAL MEETINGS

- 20 The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
- 21 (1) The Annual General Meeting shall be held on the Gold Coast on a date determined by the Management Committee but not later than the Thirty-first day of March in each year. Fourteen (14) days notice in writing to the Delegates of the Meeting shall be given.
  - (2) The business to be transacted at every Annual General Meeting shall be:-
    - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
    - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
    - (c) the election of members of the Management Committee; and
    - (d) the appointment of a Solicitor; and
    - (e) the appointment of an auditor.
    - (f) such other business as may properly be brought before the meeting.
  - (3) At any Annual General Meeting the number of members required to constitute a quorum shall be not less than double the number of Members elected to the Management Committee plus one (1).

### SPECIAL GENERAL MEETINGS

- 22 The secretary shall convene a special general meeting: -
- (a) when directed to do so by the President or the Management Committee; or
  - (b) on the requisition in writing signed by not less than two-thirds of the members presently on the Management Committee representing not less than four Traditional golf clubs Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any Affiliated Club or Golf Club.
  - (d) At any Special General Meeting the number of members required to constitute a quorum shall be not less than four (4) Traditional golf clubs.

### GENERAL MEETINGS

- 23 (1) (a) Ordinary General Meetings of the Association shall be held at least three (3) times per annum at the Gold Coast on such dates as may be decided by the President, fourteen (14) days notice of which and of the resolutions to be proposed at that Meeting shall be given to each Delegate and each Member Club of the Association by the Secretary; PROVIDED THAT such a Meeting shall be held at not greater intervals than four (4) months.
- (b) Notice of every General Meeting shall clearly state the nature of the business to be discussed thereat.
- (2) At any general meeting, the number of members required to constitute a quorum shall be not less than four Traditional golf clubs.
- (3) 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. For the purposes of this rule "eligible voter" includes a delegate attending as a proxy on behalf of a member golf club.
- (4) 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 members of the Management Committee or the Association, 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 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 members present shall be a quorum.
- (5) The Chair person 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 aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

24 (1) The secretary shall convene all general meetings of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association.

(2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

25 Unless otherwise provided by these Rules, at every general meeting:-

(1) The President shall preside as Chair person, or if there is no President, or if he 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 Chair person 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 Chair person of the meeting;

(2) The Chair person shall maintain order and conduct the meeting in a proper and orderly manner;

(3) Every question, matter or resolution shall be decided by a majority of votes of the members present;

(4) The following members shall have the right to vote at all General Meetings, provided they are currently financial:-

(a) Traditional Golf Clubs, Other Golf Clubs and Resort Golf Clubs - which shall be entitled to vote according to the number of delegates representing each Member Club pursuant to rule 6(a), (b) or (c) herein. Each delegate shall be entitled to one (1) vote at all general meetings of the Association.

(b) in the case of an equality of votes the Chair person shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if its annual subscription is more than one month in arrears at the date of the meeting;

(5) The following Members shall not have the right to vote at any General Meetings:-

(a) Life Members

(6) 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 Chair person shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared

by the Chair person shall be deemed to be the resolution of the meeting at which the ballot was demanded;

- (7) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (8) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (9) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

GOLD COAST DISTRICT GOLF ASSOCIATION INC:

of

being a member of the abovenamed Association, hereby appoint

of

or failing him,

as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the            day of            , 19    , and at any adjournment thereof.

Signed this            day of            , 19

Signature

This form is to be used    \*in favour of / \* against    the resolution.

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit);

- (10) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (11) 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 Chair person of that meeting or the Chair person of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chair person of that meeting or the Chair person of the next succeeding general meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chair



person of that meeting or the Chair person of the next succeeding general meeting or Annual General Meeting.

BY-LAWS

- 26 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

### ALTERATION OF RULES

- 27 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; however such an amendment will only be valid if it is registered by the Chief Executive.

### COMMON SEAL

- 28 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 a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### FUNDS AND ACCOUNTS

- 29 (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (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 Association and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer 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 Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his 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.

- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its 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 Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him or it to the Association or otherwise owing by the Association to him or it or of remuneration to any officers or servants of the Association or to any member of the Association, or other person in return for any services actually rendered to the Association PROVIDED FURTHER that nothing herein contained shall be construed so as to prevent the payment or repayment to any member out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### DOCUMENTS

- 30 The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### FINANCIAL YEAR

- 31 The financial year of the Association shall close on the 31st day of December in each year.

#### DISTRIBUTION OF SURPLUS ASSETS

- 32 If the Association shall be wound up in accordance with the provisions of the Associations 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to be extent at least as great as is imposed on the Association under or by virtue of Rule 29(10), such institution or institutions to be determined by the members of the Association.

#### INDEMNITY

- 33 (a) Every Member of the Management Committee, the Secretary and every other officer or employee of the Association as indemnified by the Association, and it is the duty of the Management Committee, out of the funds of the Association, to pay all costs, losses and expenses which any such officer or employee, acting with the authority of the Management Committee, may incur or be liable to by reason of any contract entered into or act or deed done by him or her in the discharge of his or her duties and the amount for which such indemnity is given immediately attaches as a

lien on the property of the Association, and have priority as between Members over all other claims.

- (b) No Member of the Management Committee or other officer of the Association is liable for:-
- (i) the acts, receipts, neglects or defaults of any other Member of the Management Committee or officer; or
  - (ii) the joining in any receipt or other act for conformity; or
  - (iii) any loss or expenses happening to the Association through the insufficiency or deficiency of the Title to any property acquired by order of the Management Committee for or on account of the Association; or
  - (iv) insufficiency or deficiency of any securities in or upon which any of the monies of the Association are invested; or
  - (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any money, securities or effects are deposited; or
  - (vi) any other loss, damage or misfortune whatever that shall happen in the execution of the deeds of his office or in relation thereto, unless the same happens through his own wilful act, neglect or default.

BY-LAWS  
AGENDA OF THE ANNUAL GENERAL MEETING

1. Minutes of previous Annual General Meeting
2. Correspondence
3. Presidents Report
4. Treasurers Report
5. Business arising from previous financial year
6. Ratification of membership fees
7. Election of Management Committee
8. Election of Patron
9. Election of Honorary Solicitor
10. Election of Honorary Auditor
11. General Business

APPOINTMENT OF DELEGATES

The Secretaries of Member Golf Clubs shall notify the Association Secretary-Treasurer of the name and addresses of the delegates appointed immediately following their appointment.

The delegates so appointed shall at all times during their appointment remain financial members of the club they represent.

In the event of a Delegate being unable to attend any meeting, the club he represents may appoint a proxy Delegate to act in his stead and notify the Association Secretary-Treasurer accordingly. Such proxy Delegate shall exercise all the powers of the appointed delegate. No delegate or proxy delegate shall act for more than one Member Club.

A Delegate appointed under this clause, shall hold office until the Secretary of the Member Club he represents notifies the Secretary-Treasurer of the Association that he is no longer a Delegate.