

ASSOCIATIONS INCORPORATION ACT 1985(SA)



FOUNDED 1892

OAKBANK GOLF Club Inc.

CONSTITUTION

Club Incorporation Number A5514 (Incorporated 30th September 1977)

This Constitution was adopted by the Club on 7th November 2015

Oakbank Golf Club Inc. Constitution
Based on Model Club Constitution (Small Clubs), developed by the South Australian Government
Office for Recreation and Sport June 2013

CONTENTS

1.	NAME OF ASSOCIATION.....	5
2.	DEFINITIONS AND INTERPRETATIONS	5
2.1	Definitions.....	5
2.2	Interpretation.....	7
2.3	Resolutions.....	7
2.4	The Act.....	7
3.	OBJECTS OF THE CLUB.....	8
4.	POWERS OF THE CLUB.....	8
5.	MEMBERS.....	8
5.1	Categories of Members.....	8
5.2	Admission of Members.....	9
5.3	Discretion to Accept or Reject Application.....	9
5.4	Obligation of Members.....	10
5.5	Effect of Membership.....	10
6.	REGISTER OF MEMBERS.....	10
6.1	General.....	10
6.2	Use of Register.....	10
7.	CESSATION OF MEMBERSHIP.....	10
7.1	General.....	10
7.2	Expulsion for Breach.....	11
7.3	Return of Property.....	11
7.4	Membership May be Reinstated.....	11
7.5	Refund of Membership Subscriptions.....	11
8.	SUBSCRIPTIONS AND FEES.....	12
9.	THE BOARD.....	12
9.1	General Powers of the Board.....	12
9.2	Powers of the Board.....	13
9.3	Procedures of the Board.....	13
9.4	Committees.....	13
9.5	Limitation.....	14

10.	COMPOSITION OF THE BOARD.....	14
10.1	Composition of the Board.....	14
10.2	Public Officer.....	15
11.	ELECTED BOARD MEMBERS.....	15
11.1	Nominations.....	15
11.2	Form of Nomination.....	15
11.3	Eligibility for Nomination to the Board.....	15
11.4	Elections.....	15
11.5	Term of Appointment for Elected Members.....	16
12.	ELECTION OF NON BOARD OFFICERS.....	16
12.1	Men’s and Women’s Vice Captains.....	16
12.2	Nominations.....	16
12.3	Form of Nomination.....	16
12.4	Eligibility for Nomination.....	17
12.5	Elections.....	17
12.6	Term of Appointment.....	17
13.	VACANCIES ON THE BOARD.....	17
13.1	Casual Vacancies.....	17
13.2	Grounds for Termination of Board Member.....	18
13.3	Board May Act.....	18
14.	MEETINGS OF THE BOARD.....	18
14.1	Board to Meet.....	18
14.2	Attendance by Telephone.....	18
14.3	Decisions of Board.....	19
14.4	Resolutions not in Meeting.....	19
14.5	Quorum.....	19
14.6	Chairperson.....	19
14.7	Board Member’s Interest.....	20
15.	EMPLOYEES.....	20
16.	DELEGATIONS.....	20
17.	SEAL.....	20

18.	ANNUAL GENERAL MEETING.....	20
19.	SPECIAL GENERAL MEETINGS.....	21
19.1	Special General Meetings.....	21
19.2	Requisition of Special General Meeting.....	21
20.	ATTENDANCE AND VOTING AT GENERAL MEETINGS.....	22
21.	NOTICE OF GENERAL MEETING.....	22
22.	BUSINESS.....	22
23.	PROCEEDINGS AT GENERAL MEETINGS.....	23
23.1	Quorum.....	23
23.2	Chairperson to Preside.....	23
23.3	Adjournment of Meeting.....	23
23.4	Voting Procedure.....	23
23.5	Recording of Determinations.....	24
24.	VOTING AT GENERAL MEETINGS.....	24
24.1	Members Entitled to Vote.....	24
24.2	Chairperson May Not Exercise Casting Vote	24
25.	MINUTES	24
26.	DISPUTE RESOLUTION PROCEDURE	24
27.	RECORDS AND ACCOUNTS.....	25
28.	AUDITOR.....	25
29.	APPLICATION OF INCOME.....	25
30.	WINDING UP.....	26
31.	DISTRIBUTION OF ASSETS ON WINDING UP	26
32.	CONSTITUTION.....	27
33.	REGULATIONS.....	27
33.1	Board to Formulate Regulations.....	27
33.2	Regulations Binding.....	27
33.3	Publication of Regulations.....	28
34.	NOTICE.....	28
35.	PATRONS.....	29
36.	INDEMNITY.....	29

37.	TRANSITIONAL PROVISIONS.....	29
37.1	Continuing Membership.....	29
37.2	Board Members.....	29
37.3	Regulations Deemed Applicable.....	30
38.	PLAYING RULES.....	30
39.	NON PROFIT.....	30

ASSOCIATIONS INCORPORATION ACT 1985

(SA) CONSTITUTION of

Oakbank Golf Club Incorporated

1. NAME OF ASSOCIATION

The name of the incorporated association is “Oakbank Golf Club Incorporated”(“Club”)

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this constitution unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1985 (SA).

“Annual General Meeting” means a meeting of the kind described in clause 20(a).

“Board” means the body consisting of the Board Members and constituting the Board for the purposes of the Act.

“Board Member” means a member of the Board and includes Elected Board Members and Co-opted Board Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

“Category” means the type of membership determined by the Board from time to time.

“Committee” means a group of members formed by the Board to conduct business of the Club.

“Constitution” means this constitution of the Club.

“Elected Board Member” means a board member appointed under clause 14.

“Financial Year” means the year ending on the next 31 December following adoption of this Constitution and thereafter a period of 12 months commencing on 1 January and ending on 31 December each year.

“General Meeting” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos, or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in South Australia.

“Life Member” means an individual appointed as a Life Member of the Club under clause 6.

“Member” means a male or female member for the time being of the Club.

“Objects” means the objects of the Club in clause 3.

“Office Bearers” means President, Vice President, Men’s Captain and Women’s Captain.

“Ordinary Member” means a person admitted as an ordinary member of the club under clause 6.

“Ordinary Resolution” means:

- (a) At a meeting of Members, a resolution is passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) At a meeting of the Board or a Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Playing Member” means a person admitted as a playing member of the Club under clause 6.

“Regulation” means a rule, regulation, by-law or policy made by the Board under this Constitution.

“Seal” means the common seal of the Club.

“SGG” means Southern Golf Group.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 20.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of Golf.

“Subscriptions” means annual golf playing fees.

2.2 Interpretation

In this constitution:

- (a) A reference to a function includes a reference to a power, authority and duty.
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
- (c) Words importing the singular include the plural and vice versa.
- (d) Words importing any gender include all other genders.
- (e) Persons include incorporations and bodies politic.
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction).
- (h) Unless the contrary intention appears, a requirement that something is in writing will be met, if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The objects of the Club are to:

Arrange golf competitions and to provide general golf facilities for the benefit and enjoyment of Members.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act.
- (b) In addition, all powers it would have if it were a company incorporated under the Corporations Act 2001.

5. MEMBERS

5.1 Categories of Members

The members of the Club consist of:

- (a) Honorary Life Members

On the recommendation of the Board, any member of the Club may be elected an Honorary Life Member, in consideration of valuable services rendered to the Club, at a General Meeting of the Club. Every Life Member shall be entitled to all the obligations of a member of the Club during the member's lifetime without further payment whether annual or otherwise.

- (b) Playing Members

Every person who intends to actively participate in the sport of the Club, and whose application for Membership has been approved by the Board and who has paid the prescribed fee as may be determined by the Board for the various categories from time to time in accordance with clause 9.

- (c) Temporary Members

- (i) A person who is temporarily resident in South Australia and who has been appointed as a Temporary member by Resolution of the Board, passed and minuted, and who has complied with the conditions imposed by the Board in making such an appointment;

- (ii) A person who is participating in a golf competition which is being conducted on the links of the Club with the permission of the Board;
 - (iii) A member of a Golf Club with which the Club has entered into a reciprocal agreement in respect of playing rights. Unless the Board by Resolution determines otherwise, the period of such temporary membership shall not extend beyond the day of the permit, or the competition, as the case may be;
 - (iv) The Board shall have the right at any time to refuse temporary membership to any person or to cancel any temporary membership, and shall not be bound to give any reason for so doing.
- (c) Social Members
- The Board may at its discretion admit persons as Social Members of the Club. Social Members shall have the use only of the Clubhouse facilities.
- (d) Honorary Members
- A person may, on the discretion of the Board, be admitted as an Honorary Member for such period or occasion and upon such terms and conditions as the Board may determine.

5.2 Admission of Members

- (a) A candidate for playing membership must apply to the Board in writing.
- (b) The application must:
 - (i) Be in a form approved by the board;
 - (ii) Contain full particulars of the name, address and contact details of the applicant;
 - (iii) Contain any further information prescribed by Regulation for an application for membership.
- (c) Membership begins when the latter of both occur;
 - (i) Acceptance of the application
 - (ii) Payment of any subscriptions payable by the new member.

5.3 Discretion to Accept or Reject Application

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Board members are not required, nor can they be compelled to provide, any reason for rejection.

5.4 Obligation of Members

Each Member must be respectful to other Members and guests of the Club, and act in accordance with the Constitution.

5.5 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- (c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the affiliated bodies.

6. REGISTER OF MEMBERS

6.1 General

- (a) The Club must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- (c) Members must provide the Club with the details required by the Club to keep the Register complete and up to date and for the purpose of issuing Notices in accordance with clause 34.

6.2 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects of the Club, in such manner as the Board considers appropriate.

7. CESSATION OF MEMBERSHIP

7.1 General

A Member ceases to be a Member of the Club if:

- (a) the Member dies;
- (b) the Member does not pay the continuing subscription within the prescribed time in accordance with clause 9;

- (c) the Member resigns from membership;
- (d) the Member is expelled from the Club under clause 7.2.

7.2 Expulsion for Breach

- (a) Subject to clause 7.2(c) the Board may expel a Member from Membership of the Club if, in the opinion of the Board, the Member has materially breached any of their obligation under this Constitution or the Regulations.
- (b) The Board may, in its discretion, convene a judiciary committee to hear and determine an allegation that a Member has materially breached one or more of their obligations under this Constitution or the Regulations and to make recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 7.2(a) unless the Member has been afforded natural justice.

7.3 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

7.4 Membership May be Reinstated

- (a) Nothing in this clause 7 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 7 may be reinstated at the discretion of the Board without an application having been made under clause 7.4(a) with such conditions as it seems appropriate.

7.5 Refund of Membership Subscriptions

Membership subscriptions paid by the former Member may, at the Boards discretion, be re-funded on a pro-rata basis to the Member on cessation of the membership.

8. SUBSCRIPTIONS AND FEES

- (a) The Board will:
 - (i) fix membership subscriptions;
 - (ii) fix such fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for, and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) The financial year for Membership will be determined by the Board.
- (c) If a Member fails to pay the annual subscription or the part payment of the subscription within thirty (30) days of its due date for payment, the Member shall be deemed to have forfeited membership of the Club, and shall forthwith cease to enjoy any privileges of membership, but not withstanding such forfeiture, any monies due by such Member to the Club shall remain recoverable, if necessary, by legal proceedings.
- (d) If a Member is in arrears for more than thirty (30) days in the payment of monies due to the Club on any account whatsoever then;
 - (i) that Member shall not be eligible to play in any Club competition
 - (ii) the Board may suspend the Member until that Member has paid all debts owed to the Club.
- (e) On admission to membership a new Member must pay the subscription fee set out by the Board.
- (f) The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Board is satisfied that there is special reason so to do.

9. THE BOARD

9.1 General Powers of the Board

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Board which may exercise the powers of the Club for that purpose.
- (b) The Board must perform its duties pursuant to the Objects and in the interests of the Club as a whole, having regard to the Club's position in supporting the governing body for the Sport.

9.2 Powers of the Board

Along with the general powers of the Board as in clause 9.1, the following specific powers are conferred;

- (a) Regulate standards of conduct, dress and use of club facilities by Members and visitors.
- (b) Discipline Members and visitors for breach of etiquette or for unruly or unseemly conduct on the Club premises.
- (c) To interpret the rules and regulations of the Club in a manner binding on the Members of every category in circumstances of conflict or of doubt as to their correct meaning.
- (d) To appoint such persons or Committees as are necessary for the functioning of the Club.
- (e) To make or amend such by laws as are considered necessary from time to time but which are not inconsistent with the rules and regulations of the Club.
- (f) To determine the duties of any Board position.
- (g) To regulate play on the course and to fix playing times.
- (h) To determine membership categories.

9.3 Procedures of the Board

- (a) The Board shall meet at such time and place as shall be determined by the President and shall be summoned by the Secretary.
- (b) Each member of the Board present at a meeting shall have one (1) vote.
- (c) The Chairman of the meeting shall have a deliberative vote on all questions arising and in the case of an equality of votes, a casting vote.
- (d) A true record of the minutes shall be taken by the Secretary and shall become a permanent record of the Club.
- (e) The Chairman shall sign the minutes at the next meeting of the Board as a true record of proceedings and a copy of the minutes shall be displayed on the notice board of the Clubhouse and on the Official Club website.

9.4 Committees

- (a) The Board may delegate any of its powers to a Committee.
- (b) A Committee appointed pursuant to the preceding Rule, may, but need not necessarily be comprised of members of the Board.

- (c) The membership, duties, responsibilities and authorities of all Committees appointed pursuant to this clause shall be determined by the Board and advised in writing to all members.
- (d) A Committee shall conduct its business and exercise and carry out its powers and duties in accordance with any specific directions of the Board and subject thereto, a Committee shall have the same authority as the Board in relation to the matter for which the Committee is appointed.
- (e) Each Committee shall periodically, or as and when directed by the Board, report its proceedings to the Board.
- (f) At a Committee meeting, a majority of the members shall form a quorum.
- (g) The President of the Club shall be an Ex-Officio member of each Committee.

9.5 Limitation

The Board may not cause the Club to disaffiliate from the associated bodies without an Ordinary Resolution of the Members in General Meeting.

10. COMPOSITION OF THE BOARD

10.1 Composition of the Board

- (a) The Board will comprise:
 - (i) President
 - (ii) Vice President
 - (iii) Men's Captain
 - (iv) Women's Captain
 - (v) Finance Director
 - (vi) Course Director
 - (vii) Secretary
 - (viii) 4 Directors
- (b) A Treasurer will be appointed by the Board.

Any person may be co-opted to the Board for such term and under such conditions as determined by the Board having regard to the special skills and expertise of the co-opted

member and the effect that such appointment will have on the composition of the Board. The appointee need not be a member of the Club. Appointed members will not have a vote.

10.2 Public Officer

The Public Officer will be appointed by the Board at the first meeting after the Annual General Meeting.

11. ELECTED BOARD MEMBERS

11.1 Nominations

- (a) The Board must call for nominations for Elected Board Members at least twenty one (21) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

- (a) Nominations must:
 - (i) be in writing;
 - (ii) be on the prescribed form provided for that purpose;
 - (iii) be signed by two (2) Members of the Club and the nominee;
 - (iv) be delivered to the Secretary not less than seven (7) days before the date fixed for the Annual General Meeting;
 - (v) be posted on the notice board in the clubrooms and on the Club's website.

11.3 Eligibility for Nomination to the Board

A person is eligible for nomination if they are a Member in a category that entitles them to vote.

11.4 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.

- (b) If at any stage the number of nominations for the Board exceeds the number or vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (c) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the Chairperson of the Annual General Meeting.
- (d) If at the close of the Annual General Meeting vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under clause 12.1.

11.5 Term of Appointment for Elected Members

- (a) The term of office of each Elected Board Member begins at the conclusion of the Annual General Meeting at which their election occurs and they shall hold office for two (2) years.
- (b) At each Annual General Meeting, up to half of the elected non office bearers of the Board shall retire but may be eligible for re-election.

12. ELECTION OF NON BOARD OFFICERS

12.1 Men's and Women's Vice Captains

The Club will have positions of both Men's and Women's Vice Captains to be elected at an Annual General Meeting. These positions are not part of the Board structure.

12.2 Nominations

- (a) The Board must call for nominations for these positions at least twenty one (21) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate the job descriptions and qualifications or experience it considers desirable for these positions.

12.3 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be on the prescribed form provided for that purpose;
- (c) be signed by two (2) Members of the Club and the nominee;

- (d) be delivered to the Secretary not less than seven (7) days before the date fixed for the Annual General Meeting;
- (e) be posted on the notice board in the clubrooms and on the Club's website.

12.4 Eligibility for Nomination

A person is eligible for nomination if they are a Member in a category that entitles them to vote.

12.5 Elections

- (a) If the number of nominations received for these positions does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If at any stage the number of nominations for these positions exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (c) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the Chairperson of the Annual General Meeting.
- (d) If at the close of the Annual General Meeting these vacancies remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

12.6 Term of Appointment

The term of office of these positions begins at the conclusion of the Annual General Meeting at which their election occurs and they shall hold office for two (2) years.

13. VACANCIES ON THE BOARD

13.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Board Members may be filled by the remaining Elected Board Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

13.2 Grounds for Termination of Board Member

(a) The office of a Board Member becomes vacant if the Board Member:

- (i) dies;
- (ii) is disqualified from office under section 30 of the Act;
- (iii) resigns his or her office by notice in writing to the Club;
- (iv) holds any office of employment with the Club;
- (v) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
- (vi) is removed by the Members in General Meeting;
- (vii) would otherwise be prohibited from being a director or a corporation under the Corporations Act 2001.

(b) If a Board Member is removed by resolution of Members, the Board Member cannot be reappointed to the Board as an Appointed Board Member without a further resolution of Members authorising the appointment.

13.3 Board May Act

If there are any vacancies on the Board, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum.

14. MEETINGS OF THE BOARD

14.1 Board to Meet

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Board Member may at any time convene a meeting of the Board on reasonable notice to all other Board Members.

14.2 Attendance by Telephone

A Board Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Board Member has one (1) vote on any question.

14.4 Resolutions not in Meeting

- (a) Subject to clause 14.4(d), the Board may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board Member signs.
- (b) For the purposes of clause 14.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 14.4(a) if, before it is circulated for voting under clause 14.4(a), the Board resolves that it can only be put at a meeting of the Board.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5 Quorum

At meetings of the Board, the number of Board Members whose presence is required to constitute a quorum is:

- (a) if the number of Board Members then in office is an even number, half of the number of Board Members plus one, or
- (b) if the number of Board Members then in office is an odd number, half of the number of Board Members rounded up to the next whole number.

14.6 Chairperson

The President shall be the Chairman of the Board. In the absence of the President from any meeting, the Vice President to act as Chairman or in the latter's absence one of its ordinary members shall be elected to act as Chairman and such person shall while so acting exercise all the powers of the Chairman.

14.7 Board Member's Interest

The Board Members must comply with sections 31 and 31 of the Act regarding disclosure of interests and voting on contracts in which a Board Member has an interest.

15. EMPLOYEES

The Board may, from time to time, employ such personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

16. DELEGATIONS

The Board may, in writing, establish committees and delegate to them the exercise of the functions of the Board that are specified in the instrument of delegation, other than;

- (a) this power of delegation; and
- (b) a function that is imposed on the Board by the Act, by any other law, or by resolution of the Club in General Meeting.

17. SEAL

- (a) The Club will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Board and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Board Members or by one Board Member and another person authorised by the Board for that purpose.

18. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Club must be held on accordance with the Act and this Constitution and on a date no later than the last day in March in each year at such time and place as the Board may determine.

- (b) The business of each Annual General Meeting shall be:
 - (i) to receive separate reports from the President, Men's Captain, Women's Captain and Finance Director. The Finance Director's report shall include an audited statement of the income and expenditure and the balance sheet for the year ended 31st December and an auditor's report thereon.
 - (ii) to elect office bearers and members of the Board.
 - (iii) to elect a Men's Vice Captain and a Women's Vice Captain.
 - (iv) to appoint an Auditor
 - (v) to elect a Patron
 - (vi) to deal with any item of Special business of which notice of intention has been given, in writing, to the Secretary at least fourteen (14) days prior to the advertised date of the meeting.
- (c) All General Meetings other than the Annual General Meeting will be Special General Meetings.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings

A Special General Meeting may be convened at any time by direction of the Board.

19.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than twenty five per cent (25%) of the total number of Members of the Club with voting rights, the Board must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.

- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

20. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Each Member in the appropriate category is entitled to attend and vote at General Meetings.
- (b) Each of the Board Members is entitled to attend General Meetings, but not to vote unless he or she is a Member.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member and the Board Members by the means authorised in clause 34.
- (b) A notice of a General Meeting must specify the place, date and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

22. BUSINESS

- (a) All business that is transacted at a General Meeting or an Annual General Meeting is special business.
- (b) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 23.3(a)(ii), a quorum for General Meeting is fifteen percent (15%) of Members eligible to vote.

23.2 Chairperson to Preside

The Chairperson of the Board will, subject to this Constitution, preside as chairperson at every General Meeting except where the chairperson of the Board has a conflict of interest. If the Chairperson of the Board is not present or is unwilling or unable to preside, the Members present must appoint another Board Member to preside as chair for that meeting only.

23.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting;
 - (i) the meeting convened on the requisition of Members under clause 19.2 will lapse;
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in case of an original meeting.
- (d) Except as provided in clause 23.3(c), it is not necessary to give notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson: or
- (b) a simple majority of Members present at the meeting.

23.5 Recording of Determinations

A declaration by the chairperson that a resolution by a show of hands has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24. VOTING AT GENERAL MEETINGS

24.1 Members Entitled to Vote

Each Member in a category that entitles them to vote, may have one (1) vote at a General Meeting.

24.2 Chairperson May Not Exercise Casting Vote

The chair of a General Meeting does not have a casting vote.

25. MINUTES

- (a) Proper minutes of all proceedings of a General Meeting and Special General Meetings of the Club and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this clause must be confirmed by Members of the Board at the subsequent meeting.
- (c) The minutes kept pursuant to this clause shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next meeting at which the minutes were confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

26. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or

- (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to a mediator agreed between the parties to the dispute and if no agreement can be reached, to a person recommended by Golf SA.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this clause 26.
- (e) In this clause “Member” includes any former Member who was a Member not more than six (6) months before the dispute occurred.

27. RECORDS AND ACCOUNTS

The Club must comply with its obligations under the Act in respect of accounts, records and minutes.

28. AUDITOR

- (a) An auditor will be appointed at each Annual General Meeting as the Club’s auditor for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of auditor must be filled by the Board.
- (c) The auditor has the power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.

29. APPLICATION OF INCOME

- (a) The income and property of the Club must be applied towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

- (c) Subject to clause 29(d), nothing in clauses 29(a) or 29(b) prevents a payment in good faith to any Member:
 - (i) in accordance with clauses 3 and 29(a) where that Member is a not-for-profit entity with a similar purpose to the Club
 - (ii) for any services actually rendered to the Club whether as an employee, Board Member or otherwise
 - (iii) for goods supplied to the Club in the ordinary and usual course of operation
 - (iv) for interest on money borrowed from any Member
 - (v) for rent for premises demised or let by any Member to the Club
 - (vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- (d) No payment made under clause 29(c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

30. WINDING UP

Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.

31. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 31(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by Members, by a Judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

32. CONSTITUTION

- (a) Alteration of Constitution
 - (i) Subject to clause 32(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Board, it is necessary to amend this Constitution
 - (i) to achieve or maintain affiliation of the Club with Golf SA and Golf Australia, or
 - (ii) to comply with the constitution and regulations of Golf SA and Golf Australia, or
 - (iii) to achieve or maintain a particular tax status, the Board may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

33. REGULATIONS

33.1 Board to Formulate Regulations

The Board may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct)
- (b) the conduct of meetings
- (c) the resolution of disputes
- (d) discipline of Members for breaches of this Constitution or the Regulations
- (e) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution, and any regulations made by Golf SA and Golf Australia.

33.2 Regulations Binding

All Regulations are binding on the Club and all Members.

33.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.

34. NOTICE

- (a) A notice may be given by the Club to a Member:
 - (i) by serving it personally at, or by sending it by post in a prepaid envelope to, the Member's address as shown in the register or Members, or by sending it to the fax number or electronic address, or such addresses the Member has supplied to the Club: or
 - (ii) by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its Members; or
 - (iii) if the Member does not have a registered address and has not supplied another address to the Club for the giving of notices, by exhibiting it at the registered office of the Club.
- (b) The Members acknowledge and agree that by providing the Club with either a fax number or an email address on registering as a Member, for the purposes of this Constitution or the Act, a Member consents to receiving such notices from the Club via either of those means and the Member must ensure that the details provided to the Club are correct.
- (c) A signature to any notice given by the Club to a Member under this clause 34 may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (d) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office or by sending it through the post in a prepaid envelope addressed to the Club's postal address or the registered office.
- (e) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (f) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

35. PATRONS

The Club at its Annual General Meeting may appoint annually on the recommendation of the Board a Patron or Patrons as it considers necessary, subject to approval of that person or persons.

36. INDEMNITY

- (a) Every Board Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as a Board Member or employee in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Club must indemnify its Board Members and employees against all damages and losses (including legal costs) for which any such Board Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Board Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

37. TRANSITIONAL PROVISIONS

37.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the most appropriate for that Member.

37.2 Board Members

For the purpose of determining when the term ends for each Board Member in office on the day on which this Constitution is adopted, time served in the Board Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

37.3 Regulations Deemed Applicable

All rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

38. PLAYING RULES

- (a) The rules as adopted from time to time by the Royal and Ancient Golf Club of St. Andrews Scotland, the United States Golf Association and any local rules as determined by the relevant Committee shall be the rules of the Club.
- (b) The local rules shall be those printed and displayed from time to time on the notice board of the Club together with such modifications, additions or deletions as may be advised from time to time by the relevant Committee.

39. NON PROFIT

The assets and income of the Club shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred.