



**CONSTITUTION OF
Warrnambool Golf Club**

Incorporated under the
Associations Incorporation Reform Act 2012 (VIC)

Adopted December 2020

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Date of adoption	DECEMBER 2020
Date of registration by Registrar	DECEMBER 2020

1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Associations Incorporation Reform Act 2012 (VIC)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means Warrnambool Golf Club, the incorporated association to which this constitution applies;
- c. **board** means committee, as defined in the Act;
- d. **bylaws** means the bylaws of the association;
- e. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- f. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office;
- g. **constitution** means rules as defined in the Act;
- h. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings, special general meetings and extraordinary general meetings) called at the direction of the board under clause 8.2.1.a and on the request of members under clause 8.2.1.b;
- i. **majority** means more than half of all eligible voting members present and voting at a board meeting or a general meeting;
- j. **member** means a person who has been duly accepted as such by the board in accordance with this constitution and who has paid any fees and levies due to the association;
- k. **nomination fee** means a fee payable to the association upon submission of an application for membership;
- l. **present** means:
 - i at a board meeting, see clause 7.1.3; or
 - ii at a general meeting, see clause **Error! Reference source not found.**
- m. **Registrar** means the Registrar of incorporated associations in Victoria.
- n. **signed** means agreed in writing;
- o. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting;
- p. **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
- q. **subscription fee** means a fee payable to the association for the receipt of membership rights and privileges;
- r. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the incorporated association is **Warrnambool Golf Club Incorporated**.

1.3. Associations Incorporation Reform Act 2012

- 1.3.1. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

2. Purposes and powers

2.1. Purposes

- 2.1.1. The purposes of the association are to:
- a. foster, encourage, promote, support and manage the game of golf;
 - b. abide by the rules regulating the conduct of golf;
 - c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
 - d. ensure that all members receive equal treatment and access;
 - e. establish and maintain facilities and amenities for the benefit, social comfort and advancement of golf, the association, its members and visitors;
 - f. affiliate with Golf Australia, Golf Victoria and such other bodies as the association deems fit;
 - g. adopt and abide by the provisions of the Golf Australia Member Protection Policy;
 - h. ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the association;
 - i. do such things as are incidental or conducive to the attainment of any or all of these purposes.

2.2. Powers

- 2.2.1. Subject to the Act, the association has power to do all things incidental or conducive to achieve its purposes.
- 2.2.2. Without limiting clause 2.2.1, the association may:
- a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;

- e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
- 2.2.3. The association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

3. Membership

3.1. Classes of membership

- 3.1.1. All members must support the purposes of the association.
- 3.1.2. The number of members of the association shall exceed no more than 1,500 members.
- 3.1.3. The membership of the association consists of the following classes:
 - a. **FULL:** Members over the age of 18, who when elected are entitled to all the privileges of membership as specified in the By-Laws, eligible for election to the Board and entitled to vote at general meetings.
 - b. **RESTRICTED:** Members over the age of 18, who when elected are only entitled to limited privileges of membership as specified in the By-Laws, eligible for election to the Board and entitled to vote at general meetings.
 - c. **JUNIOR:** Members under the age of 18, who when elected are only entitled to limited privileges of membership as specified in the By-Laws, and not eligible for election to the Board and not entitled to vote at general meetings.
 - d. **NON - PLAYING:** Members over the age of 18, who when elected are entitled to all the privileges of membership excluding the use of playing facilities, are eligible for election to the Board and entitled to vote at general meetings.
 - e. **LIFE MEMBER:** Any member who in the opinion of the Board has rendered outstanding and distinguished service to the association may be elected by the Board as a Life Member of the association at a General Meeting. Persons elected as Life Members are entitled to all of the benefits afforded to Full Members, including but not limited to the right to attend, speak and vote at General Meetings. Persons elected as Life Members are not liable to pay the Nomination Fee or the Annual Subscription. A two-thirds majority of those present and voting at a General Meeting shall be necessary for such election.
 - f. Other such classes of membership that the Board from time to time determine through By-Laws of the association.
- 3.1.4. The board shall have the power to limit the number of members in any class of membership, other than life membership, from time to time.
- 3.1.5. The board may, in accordance with bylaws determined from time to time, on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership. The board may, at its absolute discretion, make an adjustment in the nomination fee and subscription fee paid or payable by that member so transferred for the membership year in which the transfer takes place.

- 3.1.6. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.
- 3.1.7. Notwithstanding the membership rights and privileges listed in clause 3.1.1 any person who is a current employee of the association shall not be entitled to vote at any general meeting or board meeting and shall not be eligible to hold office as a board member.

3.2. Subscription fees, nomination fees and levies

- 3.2.1. The subscription fees and nomination fees for each class of membership, other than life membership, are:
 - a. the amounts decided by the board; and
 - b. payable when, and in the way, the board decides.
- 3.2.2. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit.

3.3. Application for membership

- 3.3.1. An application for membership must be:
 - a. in writing; and
 - b. in the form decided by the board;
 - c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.
- 3.3.2. Provided that the amount of the relevant nomination fee and annual subscription is paid at the time of lodging the application for membership, an applicant may enjoy the benefits of membership (not including the right to vote at a General Meeting) pending the approval or rejection of the application.

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate nomination fee for the application.
- 3.4.2. The board must decide at the meeting, in its absolute discretion, whether to accept or reject the application.
- 3.4.3. If a majority of the board members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for, subject to any waiting period.
- 3.4.4. If the board decides to reject an application, the secretary of the association must, as soon as possible, give the applicant notice of the decision in a manner determined by the board.
- 3.4.5. If a person's application for membership is rejected, the secretary must, as soon as possible, refund any nomination fee paid by the person.
- 3.4.6. The secretary shall promptly forward to every admitted applicant an account for payment of subscription fees and will enter the name and address of the new member, and the date of becoming a member, in the register of members.

- 3.4.7. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.5. Membership renewal and re-joining

- 3.5.1. Members acknowledge and agree that membership is automatically renewed and will roll-over from year to year.
- 3.5.2. Members must provide details of any change in their personal details, any change to bank details associated with a direct debit and any other information reasonably required by the association.
- 3.5.3. All annual subscription fees, nomination fees, other fees or levies shall become due and payable in advance of the annual season in every year.
- 3.5.4. Subject to any extension which the Board may grant, a Member automatically ceases to be a Member if the nomination fee and/or annual subscription remains unpaid after one (1) month of the due date for payment.
- 3.5.5. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association. The board has the right to determine what, if any, nomination fee is required of a member re-joining under this clause.

3.6. Leave of Absence

- 3.6.1 A member suffering ill-health or other cause deemed sufficient by the Board and with the sanction of the Board may have his or her name placed on the Leave of Absence list and may have his or her subscription suspended during such period granted by the Board for not less than six months and not exceeding in two years.
- 3.6.2 A medical certificate in support of a suspension on those grounds for the period should be submitted. During any suspension under this Rule, the member shall have the rights and privileges of a non-playing member.
- 3.6.3 On giving the Secretary notice in writing of his or her return, and on payment of the Annual Subscription for the then current year (or a pro rata portion if so provided by the By-Laws), be re-admitted to the privileges of the appropriate category of membership.

3.7. Register of members

- 3.7.1. The secretary must keep and maintain a register of members of the association.
- 3.7.2. The register must include the following particulars for each current member:
- a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. the email address of the member;
 - d. the date of admission as a member;
 - e. details about the termination or reinstatement of membership;
 - f. any other particulars determined by the board.

- 3.7.3. The register must include the following particulars for each former member:
- a. the date of ceasing to be a member;
- 3.7.4. Subject to the Act, confidentiality considerations and privacy laws, a member may at a reasonable time and free of charge, inspect the register of members.
- 3.7.5. The board shall keep a register of persons of or above the age of 18 years who enter the association's premises as guests of members.

3.8. Use of information on register of members

- 3.8.1. Subject to the Act, confidentiality considerations and privacy laws, the register of members may be used solely to further the purposes of the association, as the board considers appropriate.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.

4.2. Disciplinary procedure

- 4.2.1. The board may take action to terminate or suspend a member's membership if it is determined that the member has:
- a. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the board or any duly authorised subcommittee;
 - b. refused to support the purposes of the association;
 - c. acted in a manner unbecoming of a member, or prejudicial to the character and interests of the association; and/or
 - d. brought themselves, the association, any other member or the sport into disrepute;
 - e. been convicted of an indictable offence;
 - f. has subscription fees in arrears for at least two months under clause 3.5.4.
- 4.2.2. If the board decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
- a. setting out the decision of the board and the grounds on which it is based;
 - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating the date, place and time of that meeting;
 - d. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;

- ii submit to the board at or before the date of that meeting written representations relating to the decision.
 - e. setting out the member's appeal rights under clauses 4.3 and 4.4.
- 4.2.3. Before the board terminates or suspends a member's membership, the board must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
 - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the board decides by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

4.3. Appeal against termination or suspension of membership

- 4.3.1. A person whose membership has been terminated or suspended may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.
- 4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, an appeals panel shall be constituted by up to three people, other than board members, which should include a barrister or solicitor who will act as chairperson of the appeals panel.

4.4. Appeals panel to decide appeal

- 4.4.1. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.4.2. At the meeting, the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended.
- 4.4.3. Also, the board must be given a full and fair opportunity to show why the membership should be terminated or suspended.
- 4.4.4. An appeal must be decided by a majority vote of the members of the appeals panel.
- 4.4.5. Where a decision of the board to terminate or suspend a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.

4.5. Grievance procedure

- 4.5.1. This grievance procedure applies to disputes between:
 - a. a member and another member; or
 - b. a member and the board; or
 - c. a member and the association.
- 4.5.2. This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.2.

- 4.5.3. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 4.5.4. The parties to a dispute may attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 4.5.5. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties may within a further ten days:
 - a. notify the board of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
- 4.5.6. The mediator may be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the board; or
 - ii. if the dispute is between a member and the board or the association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 4.5.7. A mediator appointed by the board may be a member or former member of the association but in any case, must not be a person who:
 - a. has a personal interest in the dispute; or
 - b. is biased against, or in favour of, any party.
- 4.5.8. The mediator to the dispute, in conducting the mediation, must:
 - a. give each party every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties throughout the mediation process.
- 4.5.9. The mediator must not determine the dispute.
- 4.5.10. If the mediation process does not resolve the dispute, the board may take whatever steps it considers appropriate in the best interests of the association and the members concerned.
- 4.5.11. Neither party is entitled to be represented by a legal practitioner at mediation.
- 4.5.12. The board may prescribe additional grievance procedures, which are consistent with this constitution, in the association's bylaws.

5. The board, subcommittees and delegation

5.1. Membership of board

- 5.1.1. The board of the association comprises seven members, each of whom must be at least 18 years of age.
- 5.1.2. The board comprises the following positions:
 - a. president;
 - b. vice-president;

- c. treasurer;
 - d. any other members the association members elect at a general meeting.
- 5.1.3. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.1.4. A person is not eligible to be a board member if they have served as the association's general manager within the preceding three years.

5.2. Terms of office

- 5.2.1. The term of office for board members is 2 years.
- 5.2.2. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.
- 5.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.
- 5.2.4. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions of board

- 5.3.1. The business of the association is to be managed by or under the direction of the board.
- 5.3.2. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.3.3. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.4. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.3.5. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.

5.4. Delegation

- 5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
- a. the power to delegate; and
 - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5. Appointment of subcommittees

- 5.5.1. The board may create and dissolve any subcommittee, considered appropriate by the board to help with the conduct of the association's operations.

- 5.5.2. Subcommittees shall have such powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as directed by the board.
- 5.5.4. The board may empower any subcommittee of the association to open and operate an account in a financial institution approved by the board from time to time. However, the persons eligible to operate that account must be approved by the board which from time to time may remove and replace those persons or any of them.
- 5.5.5. Subject to the board's absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the board (or otherwise as the board may require from time to time). Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.
- 5.5.6. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time. The president, a serving member of the board and general manager may by virtue of their office be an ex-officio member of any subcommittee.

5.6. Acts not affected by defects or disqualifications

- 5.6.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on the board

6.1. Electing the board

- 6.1.1. A board member may only be elected as follows:
 - a. the secretary calls for nominations for board positions at least 42 days before the annual general meeting;
 - b. any member of the association, who is eligible to vote at general meetings, may:
 - i nominate themselves (the candidate) to serve as a board member; or
 - ii with the member's consent, be nominated by another member.
 - c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the member (if any) who nominated them; and

iii received by the secretary at least 28 days before the annual general meeting.

d. a list of the candidates' names and addresses, with the names of any members who nominated each candidate, must be displayed in a conspicuous place in the association's premises for at least 21 days before the annual general meeting.

- e. if insufficient nominations are received to fill all vacancies on the board, the candidates validly nominated are deemed to be elected and further nominations may be received at the Annual General Meeting;
- f. if the number of nominations received is equal to the number of vacancies to be filled, the candidates validly nominated are deemed to be elected;
- g. if the number of nominations exceeds the number of vacancies to be filled, balloting lists must be prepared, containing the names of the candidates in order determined by lot, and made available to members of the association at least 28 days before the annual general meeting;
- h. each member, who is eligible to vote at general meetings, may vote for their preferred candidate for each vacant board position;
- i. votes must be received by the secretary no later than 09:00am on the last business day before the annual general meeting;
- j. elections shall be conducted by secret ballot;
- k. if there are two or more candidates for a vacant board position and two or more candidates receive an equal number of votes, the successful candidate is determined by lot.
- l. if there are no candidates nominated for a vacant board position, a casual vacancy is deemed to have occurred in that position;
- m. the results of board elections are announced at the commencement of the annual general meeting, with the members elected taking office upon conclusion of the annual general meeting.

6.1.2. A person may be a candidate only if the person:

- a. is at least 18 years of age; and
- b. is eligible to be elected as a board member under the Act; and
- c. has not served as the association's general manager for at least three years.

6.2. Resignation, removal or vacation of office of board member

6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.

6.2.2. The resignation takes effect at:

- a. the time the notice is received by the secretary; or
- b. if a later time is stated in the notice, the later time.

6.2.3. A board member may be removed from office by a special resolution carried at a general meeting.

6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.

- 6.2.5. The office of a board member may be vacated, and a casual vacancy thereby created, if that person:
- a. dies; or
 - b. becomes insolvent under administration; or
 - c. becomes a represented person (within the meaning of the *Guardianship and Administration Act 1986*); or
 - d. becomes disqualified from managing a corporation; or
 - e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
 - f. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - g. is absent from three consecutive board meetings without leave of the board; or
 - h. becomes an employee of the association; or
 - i. is convicted of an indictable offence or is made bankrupt; or
 - j. does not agree to undergo a criminal history check or is disqualified as a result of such a check; or
 - k. does not otherwise comply with the requirements of this constitution or the Act.
- 6.2.6. A board member has no right of appeal against their removal from office under this clause.
- 6.2.7. Any board member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.8. Clause 6.2.7 does not apply in the case of any decision of the board to terminate or suspend a member's membership, which is subsequently set aside by the appeals panel.

6.3. Vacancies on board

- 6.3.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the association to fill the vacancy for the remainder of the term for that position.
- 6.3.2. If the number of board members is less than the number fixed under clause 7.3.1 as a quorum of the board, the continuing members of the board may act only to:
- a. increase the number of board members to the number required for a quorum; or
 - b. call a general meeting of the association.

7. Meetings of the board

7.1. Board meetings

- 7.1.1. The board may meet for the transaction of business, call, adjourn and otherwise regulate its meetings as it thinks fit, provided that the board will meet at least once every three months.

- 7.1.2. The board may hold meetings or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 7.1.3. A board member who participates in the meeting as mentioned in clause 7.1.2 is taken to be present at the meeting.
- 7.1.4. A question arising at a board meeting is to be decided by a majority vote of board members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.5. The president is to preside as chairperson at a board meeting.
- 7.1.6. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chairperson at the meeting.

7.2. Minutes of board meetings

- 7.2.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.2.2. The minutes must record the following:
 - a. the names of the members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed under clause 7.5.2.
- 7.2.3. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.2.4. Minutes of board meetings are not available for inspection, other than by board members.

7.3. Quorum for, and adjournment of, board meeting

- 7.3.1. At a board meeting, more than 50% of the members elected to the board as at the close of the last general meeting of the members form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.3.3. If, at an adjourned meeting mentioned in clause 7.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.4. Resolutions of board without meeting

- 7.4.1. The board may pass a resolution without a meeting of the board being held if a majority of 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 will be as valid and effectual as if it had been passed at a meeting of the board duly called and held.
- 7.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.

- 7.4.3. A resolution mentioned in clause 7.4.1 may consist of several documents in like form, each agreed in writing by one or more board members.

7.5. Register of board members' interests

- 7.5.1. The board shall cause to be kept and updated from time to time a register of declared interests of board members.
- 7.5.2. If a board member has a material personal interest in a matter that relates to the affairs of the association:
- a. the board member must declare the interest;
 - b. the board member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
 - c. the association cannot avoid the transaction merely because of the existence of the interest;
 - d. the interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 7.5.3. Clause 7.5.2 does not apply to a material personal interest:
- a. that exists only because the member belongs to a class of persons for whose benefit the association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the association.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The association's annual general meeting must be held:
- a. at least once each year; and
 - b. within five months after the end date of the association's financial year; or
 - c. within any later time that may be allowed or prescribed under Section 37(2)(b) of the Act.
- 8.1.2. The following business must be conducted at each annual general meeting of the association:
- a. receiving and considering:
 - i the annual report of the board on the activities of the association during the preceding financial year; and
 - ii the financial statements of the association for the preceding financial year submitted by the board in accordance with Part 7 of the Act.
 - b. electing board members;
 - c. appointing an auditor or an accountant for the present financial year;
 - d. any other business, as determined by the board.

8.2. General meetings

- 8.2.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:
- a. being directed to call the meeting by the board; or

- b. being given a written request signed by at least 10% of the number of members of the association who are entitled to vote at general meetings when the request is signed.
- 8.2.2. A request mentioned in clause 8.2.1 must state any proposed resolution to be considered at the general meeting.
 - 8.2.3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
 - 8.2.4. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
 - 8.2.5. If the secretary is unable or unwilling to call the general meeting, the president must call the meeting.
 - 8.2.6. If the secretary or president does not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
 - 8.2.7. Any meeting called by the members must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.

8.3. Notice of general meetings

- 8.3.1. The secretary must give written notice of any general meeting to each member of the association at least 21 days before the date of the general meeting.
- 8.3.2. Notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting, provided further that if the business to be conducted at a general meeting includes consideration of a proposed special resolution, the notice must state in full the wording of the proposed special resolution.

8.4. Quorum for, and adjournment of, general meetings

- 8.4.1. The quorum for an annual general meeting and for a general meeting called at the direction of the board under clause 8.2.1.a is at least 5% of the association's members who are entitled to vote at general meetings.
- 8.4.2. The quorum for a general meeting called on the request of members under clause 8.2.1.b is at least 10% of the association's members who are entitled to vote at general meetings.
- 8.4.3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 8.4.4. If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
 - a. if called upon the request of members under clause 8.2.1.b, lapses; or
 - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the board specifies.
- 8.4.5. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.

- 8.4.6. The chairperson must adjourn a general meeting if a majority of members present at the meeting agree or direct that the chairperson must do so.
- 8.4.7. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 21 days or more.

8.5. Procedure at general meetings

- 8.5.1. An eligible voting member may take part and vote in a general meeting in person.
- 8.5.2. At each general meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chairperson of the meeting; and
 - c. if there is no board member present the members may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way.
- 8.5.3. No business other than that stated on the notice of meeting may be conducted at a general meeting.

8.6. Voting at general meetings

- 8.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 8.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. A member is not entitled to vote at a general meeting if the member has any subscription fee, nomination fee, other fee or levy in arrears at the date of the meeting.
- 8.6.4. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 8.6.5. The method of voting is to be decided by the board.
- 8.6.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the chairperson must appoint at least two members to conduct the secret ballot in the way the chairperson decides.
- 8.6.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

- 8.6.9. All votes by Members must be given personally, and may not be given by proxy.

8.7. Minutes of general meetings

- 8.7.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.7.2. In addition, the minutes of each annual general meeting must include:
- a. the names of the members attending the meeting; and
 - b. the financial statements submitted to the members in accordance with clause 8.1.2.a.ii; and
 - c. the certificate signed by two board members certifying that the financial statements give a true and fair view of the financial position and performance of the association; and
 - d. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- 8.7.3. To ensure the accuracy of the minutes:
- a. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
 - b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 8.7.4. If asked by a member of the association, the secretary must, within 28 days after the request is made:
- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member a copy of the minutes of the meeting.
- 8.7.5. The association may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Secretary

- 9.1.1. The association must have a secretary, who must be an individual:
- a. ordinarily residing in Australia; and
 - b. at least 18 years of age; and
 - c. not disqualified from managing a corporation.
- 9.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within 14 days after the vacancy occurs.
- 9.1.3. The secretary's functions include, but are not limited to:
- a. any duty or function required under the Act to be performed by the secretary of an incorporated association; and
 - b. maintaining the register of members of the association; and

- c. keep custody of the common seal (if any) of the association and, except for the financial records referred to in clause 11.2.3, all books, documents and securities of the association; and
 - d. subject to the Act and this constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - e. perform any other duty or function imposed on the secretary by this constitution.
- 9.1.4. The secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

10. General manager

10.1. Appointment of general manager

- 10.1.1. A general manager may be appointed by the board.
- 10.1.2. A person currently serving as a board member may not apply to fill the position of general manager.

10.2. Powers, duties and authorities of general manager

- 10.2.1. The general manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the board.
- 10.2.2. The exercise of those powers and authorities and the performance of those duties by the general manager are subject at all times to the control of the board.

10.3. Delegation to general manager

- 10.3.1. The board may delegate to the general manager the power (subject to such reservations on the power as may be decided by the board) to conduct the day-to-day management and control of the business and affairs of the association.

10.4. Dismissal of general manager

- 10.4.1. Subject to any contract or legislation, the general manager may be dismissed by the board on the grounds that they:
 - a. resign from office by notice in writing to the board. Such resignation shall take effect at:
 - i the time the notice is received by the board; or
 - ii if a later time is stated in the notice and is approved by the board, the later time; or
 - b. have been guilty of persistent or gross neglect in the discharge of their duties; or
 - c. conduct themselves in a way considered by the board to be injurious or prejudicial to the character or interests of the association; or
 - d. become disqualified from managing a corporation or being a responsible person for a legal entity; or
 - e. become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

- f. are convicted of an indictable offence or are made bankrupt; or
 - g. do not otherwise comply with the requirements of this constitution.
- 10.4.2. Before the general manager can be dismissed under clause 10.4.1, the board must:
- a. conduct a due and proper inquiry into the existence and sufficiency of the ground for dismissal;
 - b. give details on the ground for dismissal to the general manager, who shall be given full and fair opportunity to show cause why they should not be dismissed.

11. Finance

11.1. Funds and accounts

- 11.1.1. The funds of the association are to be derived from subscription fees, nomination fees, other fees, levies, donations, fundraising activities, grants, interest and any other sources that the board determines from time to time.
- 11.1.2. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the board.
- 11.1.3. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 11.1.4. All funds and expenditure of the association must be managed by, or at the direction of, the board.
- 11.1.5. Any cheque or electronic funds transfer must be signed or approved by:
 - a. two board members; or
 - b. one board member and any other person who has been authorised by the board to sign cheques issued or approve electronic funds transfers by the association.
- 11.1.6. Cheques, other than cheques for wages or allowances, must be crossed not negotiable.

11.2. Financial records

- 11.2.1. The association must keep financial records that:
 - a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
- 11.2.2. The association must retain the financial records for seven years after the transactions covered by the records are completed.
- 11.2.3. The treasurer must keep in their custody, or under their control:
 - a. the financial records for the current financial year; and
 - b. any other financial records as authorised by the board.

11.3. Financial statements

- 11.3.1. For each financial year, the board must ensure that the requirements under the Act relating to the financial statements of the association are met.
- 11.3.2. Without limiting clause 11.3.1, those requirements include:

- a. preparation of the financial statements;
- b. if required, the review or auditing of the financial statements;
- c. the certification of the financial statements by the committee;
- d. the submission of the financial statements to the annual general meeting of the association;
- e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

11.4. General financial matters

11.4.1. The income and property of the association must be applied solely towards the promotion of the purposes of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:

- a. remuneration of any person in return for services actually rendered to the association; or
- b. repayment for out-of-pocket expenses incurred on behalf of the association; or
- c. payment for sale or hire of goods or payment of rent for premises let to the association; or
- d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
 - i the financial institution of the association; or
 - ii if there is more than one financial institution of the association, the financial institution nominated by the board.

11.4.2. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

11.5. Financial year

11.5.1. The association's financial year will commence on 1 October and end on 30 September in each year.

12. Documents and legal

12.1. Documents

- 12.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.
- 12.1.2. Subject to the Act, the board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the association will be open for inspection by the members.

12.2. Alteration of constitution

- 12.2.1. Subject to the Act, this constitution may be amended, repealed or added to, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 12.2.2. However, an amendment, repeal, addition or new constitution is valid only once it is registered by the Registrar.

12.3. Bylaws

- 12.3.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.
- 12.3.2. A bylaw may be set aside by a majority vote of members at a general meeting of the association.

12.4. Common seal

- 12.4.1. The association may have a common seal.
- 12.4.2. If the association has a common seal:
 - a. the name of the association must appear in legible characters on the common seal;
 - b. a document may only be sealed with the common seal by the authority of the board and the sealing must be witnessed by the signatures of two board members;
 - c. the common seal must be kept in the custody of the secretary.

12.5. Registered address

- 12.5.1. The registered address of the association is the address determined from time to time by the board.
- 12.5.2. Any change to the association's registered address must be notified to the Registrar in the approved form no later than 14 days after the change.

12.6. Liability and indemnity

- 12.6.1. A member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding-up of the incorporated association, beyond the property of the incorporated association in the person's possession and the amount, if any, unpaid by the member in respect of membership of the association as required by clause 3.2.
- 12.6.2. The association will indemnify each board member, secretary, other officer and employee against any liability incurred in good faith by the person in the course of performing their duties as an officer of the association.

12.7. Insurance

- 12.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a board member, secretary, other officer or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

13. Winding up

13.1. Surplus assets on winding up

- 13.1.1. The association may be wound up voluntarily by a special resolution carried at a general meeting.
- 13.1.2. If upon winding up or cancellation of the association there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the association.
- 13.1.3. Any surplus assets must be given up or transferred to one or more other institutions that have purposes similar to the purposes of the association and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the association under or by virtue of this constitution.
- 13.1.4. The institution or institutions will be determined by a special resolution carried at a general meeting of the association at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable purpose.