

NUNAWADING SOCIAL GOLF CLUB CONSTITUTION

Constitution as at 1st December 2018

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The Club

1) Name: Nunawading Social Golf Club

- a) The “**Club**” shall refer to the “**Nunawading Social Golf Club inc.**”
- b) The “**Membership**” or “**Members**” or “**Member**” shall refer to the “fully financial members of the Nunawading Social Golf Club”.
- c) The “**Committee**” shall refer to the “duly elected Committee of the Nunawading Social Golf Club”.
- d) The “**Financial Year**” shall refer to the “current calendar year”.
- e) The “**AGU**” shall refer to “The Australian Golf Union”
- f) The “**Green fee deposit**” shall refer to deposit held by the club to cover out of pocket expenditure.
- g) The “**Life member**” shall refer to the honouree position bestowed on a member by the **Committee**.

2) Purpose

The purpose of the incorporated **Club** is to play competitive golf in a social and friendly context.

3) Conditions of Membership

- a) **Members** of the **Club** must be registered and remain registered with the **AGU** as a member of either “Golf Access” or “Golf Link”.
- b) Lapse or expiry of **AGU** registration will mean automatic forfeiture of **Club Membership**.
- c) **Members** must supply the **Committee** with their Golf Link or Golf Access number for validation.
- d) Any Fees due to the **AGU** are the responsibility of the individual **members**.
- e) **Membership** is restricted to 45 members in any financial year. (May be altered at the **committee’s** discretion)

The rights, obligations and liabilities of members

4) Membership Fees

- a) Membership fees shall consist of an Annual **Club** Fee plus a **Green fee deposit**.
- b) The Membership Fee is payable by all categories each financial year. Reduced Annual **Club** Fees are available for categories (2) and (3).
 - i) Category (1) Full – 100% of the Annual **Club** Fee.
 - ii) Category (2) Junior – 25% of the Annual **Club** Fee.
 - iii) Category (3) Student – 50% of the Annual **Club** Fee.
- c) The Green Fee Deposit is payable by the **member** on first joining the **Club** and is carried over from year to year. The Green Fee deposit is refundable on the **member** resigning from the **Club**. (Refer subrule d)
- d) Fee deposits shall only be refunded on the termination of a person’s **membership**. Any person wishing to terminate their membership must do so in writing within 60 days of last attending a **Club** function or outing. Failure to do so will automatically cause the forfeiture of the member’s **Green Fee Deposit**.
- e) **Green fee deposit** will be forfeited for failure to notify the Club Captain of non-attendance no later than the date specified in the communication of the up coming golf event.
- f) The level of the next financial years Annual **Club** Fee and **Green fee deposit** is to be decided by the membership at the Annual General Meeting.
- g) To be considered a **member** of the **Club** all outstanding fees must be paid prior to the commencement of the April outing (unless prior arrangements have been made with the committee).

- h) If payment of **Membership** is to be by instalments, it is the **member's** responsibility to arrange this with the treasurer by the completion of the March outing. Monies shall be offset against green fees first and **Membership** fees second.
- i) Life members can either be
 - i) Current financial **members** with normal member rights
 - ii) Non financial **members** which does not entitle to them normal member rights (e.g. Vote at AGM's)

5) Annual General Meetings

- a) The Annual General Meeting shall be held in conjunction with the November outing.
- b) A quorum of 60% of the **Membership** is required before the Annual General Meeting can commence.
- c) Voting is to be restricted to **Members** only.

6) General Meetings

- a) General Meetings can be called at any time at the discretion of the **Committee**.
- b) A quorum of 60% of the **Membership** is required before a General Meeting can commence.
- c) Voting is to be restricted to **Members** only.

7) Proxy Votes

- a) Proxy votes for non-attending **Members** at Annual General Meetings and Special General Meetings will only be accepted on the approved Proxy Voting Form as supplied by the Secretary and must be lodged at least 24 hours before the relevant Meeting.

8) Club documents

- a) The club will have provisions for members to have access to, and to be able to obtain copies of, the records, securities and other relevant documents.
 - i) information relating to incorporation, rules, management, membership records and financial statements
 - ii) the **Club's** transactions, dealings, business or property
- b) which records the committee may refuse to permit inspection of, such as confidential personal, employment, commercial or legal matters
- c) the right to inspect the register of members, at a reasonable time.
- d) Under the Act, a **member** is entitled to inspect the rules of their **Club** and minutes of general meetings of the **Club** at any reasonable time. They are also entitled to a copy of the rules of their **Club** or minutes of general meetings if they make a request in writing to their **Club** for a copy.

Disciplinary action

9) Grounds for taking disciplinary action

- a) The **Club** may take disciplinary action against a **Member** in accordance with this Division if it is determined that the **Member**
 - i) has failed to comply with these Rules; or
 - ii) refuses to support the purposes of the **Club**; or
 - iii) has engaged in conduct prejudicial to the **Club**.

10) Disciplinary subcommittee

- a) If the **Committee** is satisfied that there are sufficient grounds for taking disciplinary action against a **Member**, the **Committee** will appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the **Member**.

- b) The members of the disciplinary subcommittee—
 - i) may be **Committee** members, members of the **Club** or anyone else; but
 - ii) must not be biased against, or in favour of, the member concerned.

11) Notice to member

- a) Before disciplinary action is taken against a **member**, the Secretary must give written notice to the **member**—
 - i) stating that the **Club** proposes to take disciplinary action against the **member**; and
 - ii) stating the grounds for the proposed disciplinary action; and
 - iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - iv) advising the member that he or she may do one or both of the following—
 - (1) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (2) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (3) setting out the **Member's** appeal rights under rule 13.
 - v) The notice must be given no later than 14 days before the disciplinary meeting is held.

12) Decision of subcommittee

- a) At the disciplinary meeting, the disciplinary subcommittee must—
 - i) give the member an opportunity to be heard; and
 - ii) consider any written statement submitted by the member.
- b) After complying with subrule (a), the disciplinary subcommittee may—
 - i) take no further action against the member; or
 - ii) subject to subrule (c)—
 - (1) reprimand the member; or
 - (2) suspend the membership rights of the member for a specified period; or
 - (3) expel the member from the **Club**.
- c) The disciplinary subcommittee may not fine the member.
- d) The suspension of membership rights or the expulsion of a **Member** by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

13) Appeal rights

- a) A person whose membership rights have been suspended or who has been expelled from the **Club** under rule 12 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- b) The notice must be in writing and given—
 - i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - ii) to the Secretary not later than 48 hours after the vote.
- c) If a person has given notice under subrule (13b), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d) Notice of the disciplinary appeal meeting must be given to each member of the **Club** who is entitled to vote as soon as practicable and must—
 - i) specify the date, time and place of the meeting; and
 - ii) state—
 - (1) the name of the person against whom the disciplinary action has been taken; and
 - (2) the grounds for taking that action; and
 - (3) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

14) Conduct of disciplinary appeal meeting

- a) At a disciplinary appeal meeting—
 - i) no business other than the question of the appeal may be conducted; and
 - ii) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
 - i) A member may not vote by proxy at the meeting.
 - ii) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Grievance procedure

15) Application

- a) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - i) a member and another member;
 - ii) a member and the Committee;
 - iii) a member and the **Club**.
- b) 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.
- c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

16) Appointment of mediator

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15c, the parties must within 10 days—
 - i) notify the Committee of the dispute; and
 - ii) agree to or request the appointment of a mediator; and
 - iii) attempt in good faith to settle the dispute by mediation.
- b) The mediator must be—
 - i) a person chosen by agreement between the parties; or
 - ii) in the absence of agreement—
 - (1) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (2) if the dispute is between a member and the Committee or the **Club**—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- c) A mediator appointed by the Committee may be a member or former member of the **Club** but in any case must not be a person who—
 - i) has a personal interest in the dispute; or
 - ii) is biased in favour of or against any party.

17) Mediation process

- a) The mediator to the dispute, in conducting the mediation, must—
 - i) give each party every opportunity to be heard; and
 - ii) allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties throughout the mediation process.
- b) The mediator must not determine the dispute.

COMMITTEE

18) Election of the committee

- a) Election of **Committee** members for the next financial year shall be at the Annual General Meeting of the **Club**.
- b) All committee positions for the current financial year shall become vacant at the Annual General Meeting.
- c) The committee shall consist of the following positions and shall be elected in the following order
 - i) President (including responsibility of Welfare Officer)
 - ii) Secretary
 - iii) Treasurer
 - iv) Club Captain
 - v) Handicapper
 - vi) Course Organiser (responsible for syllabus + bookings)
 - vii) Fund Raiser
 - viii) General committee members (duties include trophies & fines master (Sheriff))
- d) A member is eligible to be elected or appointed as a committee member if the member—
 - i) is 18 years or over; and
 - ii) is entitled to vote at a general meeting.
 - iii) the member must either be in attendance at the Annual General Meeting, or have submitted a completed and signed, nomination form (as provided by the secretary) one week prior to the Meeting.
- e) Additions or deletions from the committee listing may only be decided by a General Meeting of the members.
- f) In the event that the administrative position of Secretary is unable to be filled by a financial member, then a non-member may be elected to that position by the Committee. The non-member so elected shall have no voting rights at any meeting and shall be bound by the rules of the **Club**.
- g) The positions of President, Secretary and Treasurer, can only be held for a period of not exceeding three (3) consecutive years.
- h) A committee member may resign from the Committee by written notice addressed to the Committee.
- i) A person ceases to be a committee member if he or she—
 - i) ceases to be a member of the **Club**; or
 - ii) otherwise ceases to be a committee member by operation of section 78 of the Act.
- j) The Committee may appoint an eligible member of the **Club** to fill a position on the Committee that—
 - i) has become vacant under rule 18h; or
 - ii) was not filled by election at the last annual general meeting.
- k) The Committee may continue to act despite any vacancy in its membership.

19) Meetings of Committee

- a) Committee Meetings are to be held prior to each outing and at any other times at the discretion of the committee.
- b) Time and venue of all committee meetings are at the discretion of the committee.
- c) Attendance at all committee meetings is open to all members but with voting rights only applicable to committee members.

20) Quorum

- a) No business may be conducted at a committee meeting unless a quorum is present.
- b) The quorum for a committee meeting is the presence (in person or as allowed under rule 24) of a majority of the committee members holding office.

- c) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - i) in the case of a special meeting—the meeting lapses;
 - ii) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 22.

21) Voting

- a) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- b) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- c) Subrule (b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the **Committee**.
- d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- e) Voting by proxy is not permitted.

22) Notice of meetings

- a) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- b) Notice may be given of more than one committee meeting at the same time.
- c) The notice must state the date, time and place of the meeting.
- d) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

23) Conflict of interest

- a) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the **Committee**.
- b) The member—
 - i) must not be present while the matter is being considered at the meeting; and
 - ii) must not vote on the matter.

24) Use of technology

- a) A **Committee** member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that **Committee** member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- b) For the purposes of this Part, a **Committee** member participating in a committee meeting as permitted under subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25) Minutes of meeting

- a) The Committee must ensure that minutes are taken and kept of each committee meeting.
- b) The minutes must record the following—
 - i) the names of the members in attendance at the meeting;
 - ii) the business considered at the meeting;
 - iii) any resolution on which a vote is taken and the result of the vote;
 - iv) any material personal interest disclosed under rule 23.
- c) Minutes are available to members upon a written request

Positions of responsibilities

26) President

- a) Subject to (subrule b), the President or, in the President's absence, the Club Captain is the Chairperson for any general meetings and for any committee meetings.
- b) If the President and the Club Captain are both absent, or are unable to preside, the Chairperson of the meeting must be—
- c) in the case of a general meeting—a member elected by the other members present; or
- d) in the case of a committee meeting—a committee member elected by the other committee members present.

27) Secretary

- a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated **Club**.
- b) The Secretary must—
 - i) maintain the register of members in accordance with rule 18; and
 - ii) keep custody of the common seal (if any) of the **Club** and, except for the financial records referred to in rule 70(3), all books, documents and securities of the **Club** in accordance with rules 72 and 75; and
 - iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - iv) perform any other duty or function imposed on the Secretary by these Rules.
- c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

28) Treasurer

- a) receive all moneys paid to or received by the **Club** and issue receipts for those moneys in the name of the **Club**; and
- b) ensure that all moneys received are paid into the account of the **Club** within 5 working days after receipt; and
- c) make any payments authorised by the **Committee** or by a general meeting of the **Club** from the **Club's** funds; and
- d) ensure cheques are signed by at least 2 **Committee** members.
- e) The Treasurer must—
 - i) ensure that the financial records of the **Club** are kept in accordance with the Act; and
 - ii) coordinate the preparation of the financial statements of the **Club** and their certification by the **Committee** prior to their submission to the annual general meeting of the **Club**.
 - iii) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the **Club**.

Annual and General meetings

29) Notice of general meetings

- a) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the **Members** convening the meeting) must give to each member of the **Club**
 - i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; orat least 14 days' notice of a general meeting in any other case.
- b) The notice must
 - i) specify the date, time and place of the meeting;
 - ii) indicate the general nature of each item of business to be considered at the meeting;

- iii) if a special resolution is to be proposed
 - (1) state in full the proposed resolution; and
 - (2) state the intention to propose the resolution as a special resolution; and
- iv) comply with rule 34(5).
- c) This rule does not apply to a disciplinary appeal meeting.

30) Minutes of general meeting

- a) The **Committee** must ensure that minutes are taken and kept of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must include—
 - i) the names of the members attending the meeting; and
 - ii) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - iii) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - iv) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

31) Voting - annual and general meeting

- a) A motion is carried if a majority of **Members** (including proxies) vote in favour of the motion.
- b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- c) Voting by proxy is permitted.
- d) Voting is conducted by a show of hands
- e) The committee shall appoint a Chairperson for the annual and general meetings

Financial matter

32) Source of funds

- a) The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the **Committee**.

33) Management of funds

- a) The **Club** must open an account with a financial institution from which all expenditure of the **Club** is made and into which all of the **Club's** revenue is deposited.
- b) Subject to any restrictions imposed by a general meeting of the **Club**, the **Committee** may approve expenditure on behalf of the **Club**.
- c) The **Committee** may authorise the Treasurer to expend funds on behalf of the **Club** (including by electronic funds transfer) up to a specified limit \$1000 without requiring approval from the Committee for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- e) All funds of the **Club** must be deposited into the financial account of the **Club** no later than 5 working days after receipt.
- f) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

34) **Financial records**

- a) The **Club** must keep financial records that
 - i) correctly record and explain its transactions, financial position and performance; and
 - ii) enable financial statements to be prepared as required by the Act.
- b) The **Club** must retain the financial records for 7 years after the transactions covered by the records are completed.
- c) The Treasurer must keep in his or her custody, or under his or her control
 - i) the financial records for the current financial year; and
 - ii) any other financial records as authorised by the **Committee**.

35) **Financial statements**

- a) The financial year for the next year begins on the 1st December.
- b) For each financial year, the **Committee** must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- c) Without limiting subrule (a), those requirements include
 - i) the preparation of the financial statements;
 - ii) if required, the review or auditing of the financial statements;
 - iii) the certification of the financial statements by the **Committee**;
 - iv) the submission of the financial statements to the annual general meeting of the **Club**;
 - v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

General matters

36) **Changes to Incorporation**

- a) A motion proposing an alteration to the rules of an incorporated **Club** must be passed by a special resolution.
- b) A special resolution must be passed by at least 75% of the **Members** present or voting by proxy at a general meeting
- c) **Members** must be given at least 21 days' notice of a motion that is to be passed by special resolution. The notice must include:
 - i) the date, time and place of the meeting
 - ii) the full proposed resolution
 - iii) a statement of the intention that the motion be proposed as a special resolution.

37) **Winding up and cancellation**

- a) The **Club** may be wound up voluntarily by special resolution.
- b) In the event of the winding up or the cancellation of the incorporation of the **Club**, the surplus assets of the **Club** must not be distributed to any **Members** or former **Members** of the **Club**.
- c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the **Club** and which is not carried on for the profit or gain of its individual members.
- d) The body to which the surplus assets are to be given must be decided by special resolution.