

Confirmed 30 September 2022.

CONSTITUTION OF THE CENTRAL COAST DISTRICT GOLF ASSOCIATION INC.

NAME

1. The name of the Association is the Central Coast District Golf Association Inc.

INTERPRETATION

- 2.(a) In this Constitution, except in so far as the context or subject-matter otherwise indicates or requires:

“The Association” means the Central Coast District Golf Association Inc.

“The Act” means the Associations Incorporation Act 2009.

“The Committee” means the Committee of management pursuant to clause 17 of the Constitution.

“The Regulation” means the Associations Incorporation Regulation 2010.

“The Committee” means the Committee elected in accordance with this Constitution.

“Club member” means any person who is a member of and is entitled to vote at general meetings of a golf club which is a member of this Association.

“Delegate” means a person appointed by a member pursuant to clause 36.

“Member” means a golf club which is a member of this Association.

“Office Bearer” means a person appointed or elected pursuant to clause 19.

“Secretary” means:

- (i) the person holding office under this Constitution as Secretary of the Association;
- (ii) or where no such person holds that office - the Public Officer of the Association.

“Special general meeting” means a general meeting of the Association other than an annual general meeting;

- (b) In this Constitution:

- (i) a reference to a function includes a reference to a power, authority and a duty and;
- (ii) a reference to the exercise of a function includes, where the function is a duty a reference to the performance of the duty.

- (c) The provisions of the Interpretation Act, 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

OBJECTS

3. The objects for which the Association is established are:

- (a) To affiliate with, render full support to and recognise Golf NSW Ltd. as the governing body of the game of golf in the State of New South Wales.
- (b) To promote and conserve the best interests and true spirit of the game of golf as embodied in its ancient and honourable traditions and in accordance with the rules adopted from time to time by the Royal and Ancient Golf Club of St Andrews in Scotland.
- (c) To advance and develop the game of golf throughout the Central Coast District of New South Wales.
- (d) To adopt enforce and interpret the rules for the playing of the game of golf.
- (e) To arrange administer and control all major golf tournaments including open competitions and junior tournaments in the District.
- (f) To arrange administer and control Inter District matches with other District Associations.
- (g) To regulate and control the uniform handicapping and course rating systems prescribed from time to time by the Golf Australia Ltd.
- (h) To decide upon any question or dispute relating to the game of golf referred to it by any member club subject to the overall authority on such matters of Golf NSW Ltd.
- (i) To appoint such Committees or Sub Committees either from within or without the Committee as may from time to time be considered advisable to assist the Committee in carrying out these objects.
- (j) To carry out, perform and exercise such other objects, duties and powers as may be assigned or delegated to it by the Golf NSW Ltd.
- (k) To purchase, take on lease or in exchange, hire and otherwise acquire any lands buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association provided that in case the Association shall take or hold any property which may be the subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (l) To enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (m) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association;
- (n) To establish and support or aid in the establishment and support of associations institutions, funds trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connections of any such persons and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (o) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (p) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way to purchase, redeem or pay off any such securities.
- (q) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments
- (r) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (s) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, on any part of the Association's property whatsoever kind sold by purchasers and others.
- (t) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (u) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient and as are lawful for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise.
- (v) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

- (w) to make donations for patriotic or charitable purposes.
- (x) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

NON-PROFIT ORGANISATION

- 4. (a) The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as hereinbefore set forth; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided however that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration, to any officer or servant of the Association, in return for any services actually rendered to the Association but so that no member of the Committee of the Association, shall be paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Committee except as provided in clause 45.
- (b) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is exempt from income tax.
- (c) Where it furthers the objects of the Association to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be exempt from income tax.

QUALIFICATIONS FOR MEMBERSHIP

- 5. (a) Only those Golf Clubs that are within the boundaries of the Association as determined from time to time by the Golf NSW Ltd shall be eligible for membership of the Association.
- (b) Any golf Club that was recorded as a member on the register of members of the unincorporated Association known as the Brisbane Water District Golf Association immediately prior to the grant to the Association of a Certificate under Section 10 of the Act together with any other Golf Clubs which from time to time become members of the Association in accordance with these rules shall be members of the Association.
- (c) a Golf Club which is or was at any time a member of another District Golf Association (Men's and/or Women's) may at any time be admitted to membership of the Association with the approval of the Committee and the approval of the Board of Golf NSW.

APPLICATION FOR MEMBERSHIP

- 6. (a) Application for membership of the Association by a Golf Club must be submitted in writing in the form prescribed by the Committee set out in Appendix 1 and stating that the Golf Club –
 - (i) is a member of Golf NSW; and
 - (ii) wishes to become a member of the Association; and

- (iii) supports the objects of the Association; and
- (iv) agrees to comply with these Rules.

The sample application form contained in Appendix 1 of this Constitution may from time to time be amended as directed by the Committee.

- (b) As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination.
- (c) Where the Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of twenty-eight (28) days after receipt by the nominee of the notification the sum payable under this Constitution by a member as the entrance fee and the annual subscription.
- (d) The Secretary shall, on payment by the nominee of the amounts referred to in clause (c) within the period referred to in that clause enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.
- (e) No reason need be given for the rejection of an application for membership.

CESSATION OF MEMBERSHIP

7. A golf club ceases to be a member of the Association if it:
- (a) is dissolved or if being a company it resolves to go into voluntary liquidation or an order for the liquidation of the company is made;
 - (b) resigns that membership in accordance with the provisions of clause 9 of these Rules. A Member shall be deemed to have resigned if:
 - (i) the Member's annual subscription is in arrears for more than the period prescribed by the Committee from time to time; and
 - (ii) the Member is transferred to membership of another District Golf Association with the approval of Golf NSW.
 - (c) is expelled from the Association.

RIGHTS OF MEMBERS

8. (a) A Member of the Association who is entitled to vote has the right –
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - (ii) to submit items of business for consideration at a General Meeting; and
 - (iii) to attend and be heard at General Meetings; and
 - (iv) to vote at a General Meeting; and
 - (v) to have access to the Minutes of general Meetings and other documents of the

- (vi) Association as provided under Clause 43; and to inspect the Register of Members
- (b) A Member is entitled to vote if –
 - (i) the Member is a Member other than a Life Member; and
 - (ii) more than ten (10) business days have passed since it became a Member of the Association; and
 - (iii) the Member's membership rights are not suspended for any reason.
- (c) These rights are not capable of being transferred or transmitted to another Golf Club or person and terminate upon cessation of membership of the Association.

RESIGNATION OF MEMBERSHIP

- 9. (a) A member of the Association is not entitled to resign that membership except in accordance with this clause.
- (b) A member which has paid all amounts payable by the member may resign from membership of the Association by giving notice in writing of not less than one (1) month or such other period the Committee may determine to the Secretary of such intent to resign. Upon the expiration of the period of notice the member ceases to be a member.
- (c) A member shall be deemed to have resigned if;
 - (i) the Member's annual subscription is in arrears for more than the period prescribed by the Committee from time to time; and
 - (ii) the Member is transferred to membership of another District Golf Association with the approval of Golf NSW.
- (d) A Member which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property, and shall not use any property of the Association including intellectual Property. Any Association documents, records or other property in the possession, custody or control of the Member shall be returned to the Committee immediately.
- (e) Membership which has been discontinued for any reason other than under Clause 9 (c) (ii) may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate, although the former member who has transferred under Clause 5 (c) may at any time apply for membership under Clause 5 (c).

REGISTER OF MEMBERS

- 10. (a) The Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each golf club which is a member of the Association together with the date on which the golf club became a member.
- (b) The register of members shall be kept at the principal place of administration of the Association and shall, subject to the Act, confidentiality considerations, privacy laws and

exclusion of the address or any other direct contact details of any Life Member, be open for inspection, free of charge, by a delegate of any member of the Association (as herein provided) at any reasonable hour.

DELEGATES

11. Each member of the Association may be represented at all meetings only by a delegate or delegates appointed in writing by the Member and given to the Secretary. The maximum number of delegates which a member may have shall be determined in accordance with clause 36.

FEES, SUBSCRIPTIONS ETC

12. (a) A member of the Association shall, upon admission to membership, pay to the Association a fee of \$2.00 or, where some other amount is determined by the Committee, of that other amount.
- (b) In addition to any amount payable by the member under clause (a), a member of the Association shall pay to the Association an annual membership fee of \$2.00 or, where some other amount is determined annually by the Committee, of that other amount -
- (i) except as provided by paragraph (ii), before 1 September in each calendar year; or
 - (ii) where the member becomes a member on or after 1 September in any calendar year - upon becoming a member and before 1 September in each succeeding calendar year.

MEMBERS' LIABILITIES

13. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 12.

RESOLUTION OF DISPUTES

14. (a) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

DISCIPLINING OF MEMBERS

15. (a) (i) Where the Committee is of the opinion that a member of the Association:
- (1) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (2) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
 - (3) the Committee will write to the member giving 14 days to reply. If no reply is received or the reply is not satisfactory;

- (ii) the Committee may, by resolution:
 - (1) expel the member from the Association; or
 - (2) suspend the member from membership of the Association for a specified period.
- (b) A resolution of the Committee under clause (a) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (c), confirms the resolution in accordance with this clause.
- (c) Where the Committee passes a resolution under clause (a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (i) setting out the resolution of the Committee and the grounds on which it is based;
 - (ii) stating that a delegate or delegates of the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that the member may do either or both of the following:
 - (1) have its delegate or delegates attend and speak at that meeting;
 - (2) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (d) At a meeting of the Committee held as referred to in sub clause (c) of this clause the Committee shall:
 - (i) give to the delegate or delegates of the member an opportunity to make oral representations; and
 - (ii) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution; and
 - (iv) should no representative of the Member attend the meeting of the Committee at which the charge is to be heard without reasonable explanation, the charge will be heard and dealt with and the Committee will decide on the evidence before it, the absence of representation of the Member notwithstanding. Any decision of the Committee will be final and the Committee will not be required to assign any reason for its decision.
- (e) Where the Committee confirms a resolution under clause (d), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the members right of appeal under clause 16.
- (f) A resolution confirmed by the Committee under sub clause (d) does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period or;
 - (ii) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause 16 sub clause(d).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

16. (a) A member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under clause 15 sub clause (d), within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice from a member under sub clause (a), the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within 42 days after the date on which the Secretary received the notice.
- (c) At a general meeting of the Association convened under sub clause (b),
- (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Committee and the delegate or delegates of the member shall be given the opportunity to state their respective cases orally or in
 - (iii) writing, or both; and
 - (iv) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

THE COMMITTEE

POWERS, ETC., OF COMMITTEE

17. The Committee of Management of the Association shall be called the Committee and, subject to the Act, the regulation and this Constitution and to any resolution passed by the Association in general meeting -
- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE

18. (a) Subject in the case of the first members of the Committee to Section 21 of the Act, the Committee shall consist of the Office-Bearers of the Association each of whom shall be elected at the annual general meeting of the Association pursuant to clause 19. Only delegates of members or club members shall be eligible to be Office-Bearers or Committee members.
- (b) The Office-Bearers of the Association shall be:
- 1. the President;
 - 2. the Captain;
 - 3. the Vice-Captain;

4. the Treasurer;
 5. the Secretary;
 6. the Junior Development Officer; and
 7. the Promotions / Media Manager.
- (c) Each office bearer and ordinary member of the Committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election with no limit to the number of terms of office they may hold or may be re-elected.
- (d) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a delegate of a member of the Association or club member to fill the vacancy and the delegate so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF MEMBERS

19. (a) Nominations of candidates for election as Office-bearers of the Association or as ordinary members of the Committee:
- (i) shall be made in writing, signed by at least one delegate from each of 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place, or
 - (iii) nominated at the Annual General Meeting;
- (b) if insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General meeting.
- (c) if insufficient further nominations are received any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (d) if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) if the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.
- (f) the ballot for the election of Office-Bearers and Ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct but using the "first past the post" system of voting.
- (g) a Committee Member may hold up to two (2) offices.
- (h) if a ballot is required for the election of a position;
- (i) the Chairperson of the meeting must appoint a person to act as Returning Officer to conduct the ballot. The Returning Officer must not be a person nominated for the

- position nor a member of a Golf Club of which the candidate is a member;
- (ii) the election must be by secret ballot. The Returning Officer must give a blank piece of paper to each person present and entitled to vote;
 - (iii) if the ballot is for a single position the voter must write on the ballot paper the name of the candidate for whom they wish to vote;
 - (iv) if the ballot is for more than one (1) the voter must write on the ballot paper the name of each candidate for whom they wish to vote. The voter must not write or add names of more candidates than to be elected;
 - (v) ballot papers that do not comply with (iv) above are invalid and not to be counted;
 - (vi) each ballot paper on which the name of a candidate has been written counts as one (1) vote for that candidate. The Returning Officer must declare elected the candidate or, in the case of an election for more than one position, the candidate who received the most votes;
 - (vii) if the Returning Officer is unable to declare the result of an election because two (2) or more candidates received the same number of votes, the Returning Officer must –
 - (A) with the agreement of those candidates decide by lot which of them is to be elected; or
 - (B) conduct a further election for the position in accordance with this sub clause to decide which of those candidates is to be elected.

SECRETARY

20. (a) the Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (b) it is the duty of the Secretary to keep minutes of:
- (i) all appointments of Office-Bearers and members of the Committee;
 - (ii) the names of members of the Committee present at a Committee meeting or a general meeting;
 - (iii) all proceedings at Committee meetings and general meetings.
- (c) minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) maintain the Register of Members in accordance with Clause 6.
- (e) subject to the Act and these clauses provide Members with access to the Register of Members, Minutes of General Meetings and other books and documents.

TREASURER

21. It is the duty of the Treasurer of the Association to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

CASUAL VACANCIES

22. For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the person who holds that:
- (a) dies, ceases to be a member of a Golf Club Member of the Association or otherwise ceases to be a Committee Member by virtue of the Act;
 - (b) the member of the Association of which the person is a delegate ceases to be a member of the Association;
 - (c) becomes bankrupt or insolvent under administration;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under clause 23;
 - (f) becomes 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
 - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months;
 - (h) ceases to be a delegate of a member by reason of a notice in writing to that effect being delivered to the Secretary;
 - (i) fails to comply with the requirements of clause 46; or
 - (j) becomes an employee of the Association.

REMOVAL OF MEMBER OF THE COMMITTEE

23. (a) The Association in a general meeting may by resolution remove any member of the committee from office before the expiration of the term of office of that person and may by resolution appoint another person being the delegate of a member to hold office until the expiration of the term of office of the person so removed.
- (b) Where a member of the Committee to whom a proposed resolution referred to in sub clause (a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

24. (a) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President and any two (2) members of the Committee.
- (c) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under sub clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting

unanimously agree to treat as urgent business.

- (e) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (h) At a meeting of the Committee:
 - (i) the President or, in the President's absence, the Captain shall preside; or
 - (ii) if both the President and the Captain are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 5. (a) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such delegate or delegates of members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any functions the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A Sub-Committee may meet and adjourn as it thinks proper.
- (h) The President shall be ex officio a member of all Sub-Committees.

VOTING AND DECISIONS

26. (a) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (b) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 24 sub clause (e), the Committee may act notwithstanding any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

27. (a) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (b) The Association shall hold its first annual general meeting:
- (i) within the period of 18 months after its incorporation under the Act; and
 - (ii) within the period of 2 months after the expiration of the first financial year of the Association.
- (c) Sub clauses (a) and (b) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

28. (a) The annual general meeting of the Association shall, subject to the Act and to clause 27, be convened on such date and at such place and time as the Committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be;
- (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
 - (iii) to elect office-bearers and ordinary members of the Committee of the

- Association; and
- (iv) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act namely a statement which is not misleading and which gives a true and fair view of the following:
- (v) the income and expenditure of the Association during its last financial year;
- (vi) the assets and liabilities of the Association at the end of its last financial year;
- (vii) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year;
- (viii) in respect of each trust of which the Association was Trustee during a period, being the whole or any part of the last financial of the Association:
 - (1) the income and expenditure of the Trust during that period;
 - (2) the assets and liabilities of the Trust during that period;
 - (3) the mortgages, charges and other securities of description affecting any of the property of the Trust at the end of that period.
- (c) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

- 29. (a) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Committee shall, on the requisition in writing of not less than three (3) Members or 35% of the total number of members, convene a special general meeting of the Association.
- (c) A requisition of members for a special general meeting:
 - (i) be in writing;
 - (ii) shall state the purpose or purposes of the meeting and any resolutions to be proposed;
 - (iii) shall be signed by the members making the requisition;
 - (iv) shall be lodged with the Secretary; and
 - (i) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in sub clause (d) shall be convened as nearly as practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred

NOTICE

- 30. (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the

date fixed for the holding of the general meeting, cause to be sent in accordance with the provisions of Rule 44 (a) to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule clause 28 sub clause (b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

- 31. (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Delegates present in person representing five (5) members constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegate present (representing not less than three (3) members) shall constitute a quorum.

PRESIDING MEMBER

- 32. (a) The President or, in the President's absence the Captain, shall preside as Chairperson at each general meeting of the Association.
- (b) If the President and the Captain are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

ADJOURNMENT

33. (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of the delegates representing a majority of members present at the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for fourteen (14) days or more the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in sub clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

34. (a) A question arising at a general meeting of the Association shall be determined on a show of hands of the delegates and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association, a poll may be demanded by the Chairperson or by delegates present in person at the meeting representing not less than three (3) members.
- (c) Where a poll is demanded at a general meeting, the poll shall be taken -
- (i) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment: or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

35. A resolution of the Association is a special resolution if -
- (a) it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under this constitution so to do, vote at a general meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution;
- or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is

passed in a manner specified by the Commission.

VOTING

36. (a) At all general meetings of the Association each member shall be entitled to be represented by the number of voting delegates determined in accordance with the Schedule below whose appointment shall be certified in advance of the meeting by such member to the Secretary and upon any question arising at a general meeting of the Association other than a Special resolution (in which case each member shall be entitled to only one vote) each delegate and each office bearer shall be entitled to one vote. (A delegate who is also an office bearer is entitled to one vote).

SCHEDULE

1 voting delegate appointed by each member from that member's club members who are entitled to vote at general meetings of the member (called "Club Member")

- (b) All votes shall be given personally. Proxy and postal voting shall not be undertaken at or in respect of a general meeting.
- (c) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or delegate of a member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association (including the annual membership fee) has been paid.
- (e) The member of which the President is a delegate shall be entitled to be represented by the number of voting delegates as determined in accordance with the schedule to clause (a) above in addition to the President.
- (f) If more than one half of the number of votes on a question, motion or any other matter may be exercised by delegates or office bearers who are members of any one member of the Association, then the number of votes which may be cast on behalf of that member shall constitute no more than one third of the votes cast.

MISCELLANEOUS

37. (a) The Association shall affect and maintain insurance pursuant to Section 44 of the Act.
- (b) In addition to the insurance required under sub clause (a), the Association may affect and maintain other insurance.

FUNDS - SOURCE

38. (a) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

- 39. (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Association, being members of the Committee or employees authorised to do so by the Committee.

ALTERATION OF OBJECTS AND CONSTITUTION

- 40. The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

- 41. (a) The common seal of the Association shall be kept in the custody of the Public Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Secretary.

CUSTODY OF BOOKS ETC.

- 42. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF BOOKS ETC.

- 43. The records, books and other documents of the Association shall be open to inspection, free of charge, by a delegate of a member of the Association at any reasonable hour.

SERVICE OF NOTICES

- 44. (a) For the purpose of this constitution, a notice may be served on or given to a member;
 - (i) by delivering it to the member; or
 - (ii) by sending it by pre-paid post to the address of the member; or
 - (iii) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the member for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have

been given or served:

- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (ii) in the case of a notice sent by pre-paid post, on the day following that which the notice was posted and
- (iii) in the case of a notice sent by facsimile transmission, email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

45. A member of the Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except:
- (a) repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association: and
 - (c) reasonable and proper rent for premises let to the Association;
 - (d) such amount as the Association determines at a general meeting of the Association in recognition of services performed by the person for the Association in the period since the last general meeting.

VACATION OF OFFICE

46. Without limiting the operation of clause 22, the office of a member of the Committee shall become vacant if:
- (a) the member holds an office of profit in the Association;
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

ALLOCATION OF COMPETITIONS AND EVENTS

47. (a) The Association at its Annual general meeting shall approve dates and venues for the Association Championships and other Association events as submitted by the Committee.
- (b) At the Annual General Meeting member clubs shall be allocated dates of one weekend for annual open competition.
- (c) All such events and dates shall be set out as the Association Fixture List. No member club shall move any event as set out on the Fixture List to another date without the prior consent of the Committee.

- (d) Member clubs shall not programme any open or major club event over any event on the Fixture List unless due to extraordinary circumstances the Committee has granted the member the right to do so.
- (e) Member clubs shall not programme any open event or allow courses to be used for open events on any particular weekend between the first and last dates on the Fixture List without the consent of the Executive Committee.
- (f) Members may apply to the Annual general meeting or to the Committee to hold special open weekends. Such events if granted may be included in the Fixture List but shall not be deemed as Association events.

LIFE MEMBERSHIP

- 48. (a) The Association shall, by special resolution, have the power to award Life Membership of the Association to any person who has at any time been a member of a Member Club, or a Delegate to the Association or an Officer of the Association, who has given outstanding services to golf in the District.
- (b) A Life Member of the Association appointed under this Constitution shall not be liable to payment of any fee, or to make any contribution whatever to the funds of the Association by virtue of such membership.
- (c) Life members by virtue of their membership may attend General Meetings without any right to vote, be elected as Officers of the Association, and assist the Committee in pursuance of the objects of the Association.

FINANCIAL YEAR

- 49. The financial year of the Association shall be:
 - (a) the period of time commencing on 1 January 2011 and ending on 30 June 2011, and
 - (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

WINDING UP

- 50. The Association may be wound up voluntarily by Special resolution passed at a General Meeting of its Members.

ALTERATION OF CONSTITUTION

- 51. This Constitution may be altered, added to or rescinded only by Special Resolution of a General Meeting of the Association.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF THE
CENTRAL COAST DISTRICT GOLF ASSOCIATION INC.**

(incorporated under the Associations Incorporation Act, 2009)

.....('the Applicant')
(full name of applicant)

of.....
(address)

hereby applies to become a member of the abovenamed incorporated Association. In the event of admission as a member, the applicant hereby agrees to be bound by the Constitution of the Association in force from time to time.

.....
Signature or Common Seal of Applicant

Date.....