

ASSOCIATIONS INCORPORATION ACT 1981

CONSTITUTION
of
Gailes Golf Club Incorporated

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1. NAME AND COLOURS

- a. The name of the association is Gailes Golf Club Incorporated ('the Club').
- b. The colours will be Green and Gold.

2. OBJECTS

- a. The objects of the Club are:
 - i. the maintenance of a golf course or golf courses and club houses for use of Members of the Club. The Club will not be carried on for the purposes of profit or gain to its individual Members and no distribution whether in money, property or otherwise howsoever will be made to its Members;
 - ii. the encouragement of the game of golf and all matters of the Club;
 - iii. the promotion of good fellowship between the Members of the Club;
 - iv. to purchase, hire or otherwise acquire for the purpose of the Club, any real or personal property, and in the particular any lands, buildings, furniture, club and household effects and utensils, books, newspapers, periodicals, musical instruments, fittings, apparatus, appliances, conveniences and accommodations and to sell, demise, let, mortgage or dispose of the same;
 - v. to provide all such things incidental to the playing of golf as the Management Committee may consider desirable;
 - vi. to provide such other pastimes and social activities as the Management Committee may consider appropriate, or as the Members in General Meeting may direct; and
 - vii. the doing of all such other acts and things as are conducive or incidental to these Objects.

3. POWER

- a. The Club has:
 - i. the legal capacity and powers of an incorporated body, and
 - ii. all the powers of an individual.
- b. The Club may only:
 - i. exercise its powers; and
 - ii. use its income, assets and profit,for its Objects.

4. DEFINITIONS

- 4.1. In these rules unless there is something in the subject or context inconsistent with them:

- a. **'Act'** means the Associations Incorporation Act 1981;
- b. **'Club'** means Gales Golf Club Incorporated;
- c. **'Club House Facilities'** means the Club House and its other facilities;
- d. **'Executive Member'** means the person holding the office of the:
 - i. President;
 - ii. Vice President;
 - iii. Captain;
 - iv. Vice-Captain; or
 - v. Treasurer.
- e. **'Financial Year'** means the 1st of July in one (1) year to 30th of June in the next;
- f. **'Fulltime Students'** means those carrying a current registered Student Card for a Fulltime Student.
- g. **'General Manager'** means the person discharging the functions described in rule 55.7, as appointed by the Management Committee;
- h. **'Management Committee'** means the committee of management of the Club elected in accordance with these rules;
- i. **'Management Committee Members'** means the Executive Members and Ordinary Members of the Management Committee;
- j. **'Member'** means a member of the Club;
- k. **'Member's Email Address'** means the email address provided by a Member to the General Manager for the purposes of the Club communicating with the Member;
- l. **'Ordinary Members of the Management Committee'** means a member of the Management Committee who is not an Executive Member;
- m. **'Objects'** means the objects under rule 2;
- n. **'Relationship'** means the following:
 - i. a direct relationship regardless of gender;
 - ii. marriage and/or
 - iii. a de facto relationship within the meaning of the Family Law Act 1974.
- o. **'Restricted Member'** means a Member under rule 9.2;
- p. **'Special Resolution'** means a three-quarter ($\frac{3}{4}$) majority of those Voting Members present and voting, whether in person or by proxy; and
- q. **'Voting Members'** means a Member under rule 9.1.

5. INTERPRETATION

- a. Unless the context or subject matter otherwise requires, in these rules:
 - iv. singular words include the plural and vice versa;
 - v. any gender includes every gender;
 - vi. rule is a reference to a rule of these rules;
 - vii. sub-rule means a sub-rule of the rule in which the reference to the sub-rule is made;
 - viii. paragraph means a paragraph of the sub-rule in which the reference to the paragraph is made;
 - ix. sub-paragraph means a sub-paragraph of the paragraph in which the reference to the sub-paragraph is made;
 - x. schedule is a reference to a schedule to, and which forms part of, these rules;
 - xi. persons include a natural person, corporations, trusts, associations, partnerships, government authorities, and other legal entities, and where necessary, include successors and assigns;
 - xii. writing includes printing, typing, facsimile and other means of representing or reproducing words, figures, drawings or symbols in a visible and tangible or electronic form, in English;
 - xiii. signature and signing mean the execution of a document by a person, corporation or other relevant entity and include signing by an agent or attorney or representative (if a body corporate);
 - xiv. months mean calendar months;
 - xv. statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders-in-council, rules, by-laws and ordinances made under those statutes;
 - xvi. sections of statutes or terms defined in statutes refer to corresponding sections or defined terms in amended, consolidated or replacement statutes;
 - xvii. an agreement or document means that agreement or document as amended, novated or supplemented;
 - xviii. a party includes that party's executors, administrators, substitutes, successors and assigns;
 - xix. sell or sold includes transfer, lease, assign, grant options and/or any other form of disposing of or creating an interest in the thing being considered and buy or purchase will be interpreted correspondingly;
 - xx. headings and the table of contents are for convenience only and will be disregarded in the interpretation of these rules;
 - xxi. where a word or phrase is given a defined meaning, another grammatical form of that word or phrase in these rules has a corresponding meaning;

- xxii. each paragraph or sub-paragraph in a list is to be read independently from the others in the list;
- xxiii. where the day prescribed by these rules for the doing of anything falls on a Saturday or a Sunday or on a day which is a public holiday in the place in which the thing is to be or may be done, the thing may be done on the first day following which is not a Saturday, Sunday or a public holiday in that place;
- xxiv. where the last day of any period prescribed, or allowed by these rules for the doing of anything falls on a Saturday or a Sunday or on a day which is a public holiday in the place in which the thing is to be or may be done, the thing may be done on the first day following which is not a Saturday, Sunday or a public holiday in that place;
- xxv. where there is a formula for determining a quorum, which results in the number determined not being a whole number, the number determined under the formula will be rounded down to the nearest whole number; and
- xxvi. where a rule provides for the giving of a period of notice then time runs from when the notice is provided under these rules and expires at the conclusion of the respective period.

6. APPLICATION OF FUNDS

- 6.1. The income and property of the Club is to be applied solely towards the promotion of the Objects, and no part of it may be paid or transferred directly or indirectly by way of dividend, bonus, gratuity or otherwise by way of profit to any of the Members.
- 6.2. This rule does not prevent the payment in:
 - a. good faith of remuneration to employees of the Club;
 - b. to any Member (whether or not a Management Committee Member) for services rendered to the Club;
 - c. for goods supplied to the Club, in either case with the approval of the Management Committee and in the voting and usual way of business; and
 - d. interest at arm's length rates on deposits of money borrowed from any Members, or reasonable and proper rent for premises rented or let by any Member to the Club.

7. ELIGIBILITY FOR MEMBERSHIP

- 7.1. Any person is eligible for admission as a Member under these rules.

8. VOTING MEMBERS AND RESTRICTED MEMBERS

- 8.1. The membership of the Club consists of Voting Members and Restricted Members.
- 8.2. Subject to these rules, Voting Members have unrestricted rights and privileges of membership.
- 8.3. Except as provided in these rules, Restricted Members are entitled to attend at any general meeting of the Members and otherwise have all rights and privileges of membership, but they may not:
 - a. vote at a general meeting of the Club;

- b. vote in any ballot for election of the Management Committee; and
- c. hold office as a Management Committee Member.

9. MEMBERSHIP CLASSES

9.1. Voting Members are divided into the following classes:

- a. 7 Day Member;
- b. 6 Day Member;
- c. 5 Day Member;
- d. Paid up for Life Member;
- e. Honorary Life Member;
- f. Gold Member;
- g. Partner Member; and
- h. Intermediate/Full Time Student Member;
- i. Limited 7 Day Member.

9.2. Restricted Members are divided into the following classes:

- a. Honorary Annual Member;
- b. Junior Members;
- c. Clergy Member;
- d. Country Member;
- e. Corporate Member;
- f. Social Member;
- g. Summer Member; and
- h. Pay as you Play Member.

9.3. Subject to this rule, the total number of persons in any class of membership may be limited by a determination of the Management Committee.

9.4. The Management Committee may fix by means of regulations or resolution:

- a. the numbers of Members to comprise each class; and
- b. the rights of the various classes of Members to the use of the golf course, its associated facilities and the Club House Facilities.

10. REGISTER OF MEMBERS

10.1. A register of Members must be kept by the General Manager on the Club's premises, which contains the following information:

- a. name;
- b. residential address;
- c. contact phone number; and
- d. email address.

10.2. A Member who changes their:

- a. residential address;
- b. contact phone number; and/or
- c. email address,

must promptly notify the General Manager.

10.3. A Member of the Club must not:

- a. use information obtained from the register of Members of the Club to contact, or send material to, another Member of the Club for the purpose of advertising for the following purposes:
 - i. political;
 - ii. religious;
 - iii. charitable; or
 - iv. commercial.
- b. paragraph a. does not apply if the use or disclosure of the information is approved by the Management Committee.

11. NOTICES BY EMAIL TO MEMBERS

11.1. A notice which the Club may give, or is required, to give to a Member may be given to that Member if it is sent by:

- a. post to the Member's residential address; or
- b. email to the Member's Email Address.

12. VOTING MEMBERS

12.1. Subject to rule 12.3 different categories of playing rights may be given to Voting Members:

- a. seven (7) day playing rights;
- b. six (6) day playing rights;
- c. five (5) day playing rights; or
- d. occasional playing rights.

12.2. The Management Committee has, in relation to the categories of playing rights given under rule 12.1, the power to:

- a. vary the terms and conditions of playing rights;
 - b. to set differential subscriptions in relation to the categories of playing rights; and/or
 - c. to set different entrance fees in relation to the categories of playing rights.
- 12.3. A Voting Member may change their category of playing rights only with the approval of the Management Committee.
- 12.4. If the Management Committee approves under rule 12.3, a change in a Voting Member's category of playing rights the Management Committee is to determine the terms and conditions for payment or refund (as the case may be) of differential subscriptions and/or entrance fees by the Voting Member concerned.
- 12.5. The Management Committee has the power to differentiate between various categories of playing rights in relation to the days and/or times during which Voting Members enjoying them are entitled to use the golf course and/or golf practice facilities.
- 12.6. Until the Management Committee determines otherwise the categories of playing rights will provide as follows:
- a. 7 Day Members are entitled to use of the course and practice facilities on all days of the week;
 - b. 6 Day Members are entitled to use of the course and practice facilities, except that without the prior permission of the General Manager they may not play on the course on Saturdays or (at the Management Committee's discretion, either generally or in any particular case) another day in lieu thereof;
 - c. 5 Day Members are entitled to use of the course and practice facilities, except that without the prior permission of the General Manager they may not play on the course on Saturdays, Sundays or (at the Management Committee's discretion, either generally or in any particular case) other days in lieu thereof;
 - d. Paid up for Life Members are entitled to the same playing rights as a 7 Day Member;
 - e. Honorary Life Members are entitled to the same playing rights as a 7 Day Member;
 - f. Gold Members are entitled to the same playing rights as the respective 7, 6 or 5 Day category to which they subscribe;
 - g. Partner Members are entitled to the same playing rights as the respective 7, 6 or 5 Day category to which they subscribe;
 - h. Intermediate/Full Time Student Members are entitled to the same playing rights as a 7 Day Member; and
- 12.7. Notwithstanding rule 12.6, the Management Committee may:
- a. set aside certain days and/or times during the week when restricted competitions are to be held, open only to certain Voting Members with certain playing rights, and or handicaps, and all Members must comply with these restrictions;
 - b. close the course for play on any day, whether for a tournament or play by non-members, or other reason;

- c. permit a Member or class of Members to play on the course on a day or days on which the Member would otherwise be unable to do; and/or
- d. restrict a Member to play only at certain times or under certain circumstances if in the Management Committee's view, it is desirable to do so to avoid delays in play or for other reasons directed to protecting the enjoyment by Members of the use of the course and/or the Club House Facilities.

13. LEAVE OF ABSENCE

- 13.1. Nothing contained in these rules will preclude a Member who through ill health is unable to attend the course regularly from applying in writing to the Management Committee for leave of absence from the Club.
- 13.2. The Management Committee may at its discretion approve or disapprove the application.
- 13.3. Leave of absence will not be considered by the Management Committee for a person applying for a period of less than six (6) months.
- 13.4. Unless previously approved by the Management Committee, a person who has been granted leave of absence will not be entitled to use the golf course facilities of the Club although they will be entitled to use the Club House facilities on any occasion that they visit the Club.
- 13.5. A Voting Member whose principal place of residence is more than 75 km from the Club House and/or who takes up residence on a permanent or semi-permanent basis outside Queensland for a period or intended period of not less than 12 months, may apply to the Management Committee to have their name placed on the absentee list.
- 13.6. The Management Committee may, under rule 13.5 determine to place a Member's name on the absentee list, and if the Management Committee does so that Voting Member's category of playing rights will be changed to leave of absence.
- 13.7. If a Member whose name is on the absentee list under rule 13.5 ceases to have principal place of residence more than 75kms from the Club House, then that Member's name will be automatically removed from the absentee list.
- 13.8. The Management Committee may change a Voting Member's category of playing rights to the category enjoyed by the Member immediately prior to the Member's being placed on the absentee list, or to another category of playing rights as the Management Committee may determine, and may require the Member concerned to pay the pro rata differential in subscription (between that applicable to their category whilst on the absentee list and that applicable to the resumed or new category of playing rights) for that part Financial Year unexpired at the time of change of category.
- 13.9. The Management Committee may while a Member's name is on the absentee list determine that the Member is to resume the Member's former category of playing rights (and pay any pro rata differential in subscription between the respective categories of playing rights) if the Management Committee determines in its discretion that the Member has abused the privilege of having the Member's name on the absentee list.

14. 7 DAY MEMBER

14.1. Any person who is eligible for 7 Day Membership of the Club under these rules may be admitted in accordance with the provisions herein contained as a 7 Day Member of the Club.

14.2. Subject to times when the course is made unavailable by the Match/Management Committee, a 7 Day Member has access to the course, practice facilities, all Member competitions and Club House Facilities seven (7) days a week. 7 Day Members may invite up to three (3) guests at any one (1) time to accompany you for a social round at reduced Member's Guest rates.

15. 6 DAY MEMBER

15.1. 6 Day Members will be entitled to play on Sundays, Mondays, Tuesdays, Wednesdays, Thursdays & Fridays and play in eligible Club competitions conducted on those days.

15.2. Subject to times when the course is made unavailable by the Match/Management Committee, 6 Day Members have the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities on the aforementioned days only.

16. 5 DAY MEMBER

16.1. 5 Day Members will be entitled to play on Mondays, Tuesdays, Wednesdays, Thursdays & Fridays and play in eligible Club competitions conducted on those days.

16.2. Subject to times when the course is made unavailable by the Match/Management Committee, 5 Day Members have the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities on the aforementioned days only.

17. PAID UP FOR LIFE MEMBER

17.1. Paid up for Life Membership of the Club may be offered by the Management Committee to an eligible Member provided that the Management Committee has the approval of more than 75% of the Members present and entitled to vote at an Annual General Meeting or Extraordinary General Meeting with following details:

- a. reason for the request to open Paid up for Life Membership;
- b. fees to be charged for Paid up for Life Membership;
- c. Full Conditions of Paid up for Life Membership;
- d. opening and closing dates of Paid up for Life Membership offer; and
- e. maximum number of Paid up for Life Memberships to be offered.

17.2. For the purposes of this sub-rule, an 'eligible member' will be a Member of the Club in any of the sub-classes of membership. The eligible member must be a financial Member as defined in these rules.

17.3. Subject to times when the course is made unavailable by the Match/Management Committee, a Paid up for Life Member has the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities.

18. HONORARY LIFE MEMBERS

- 18.1. On the recommendation of the Management Committee following the nomination in writing of ten (10) Members two (2) months prior to the Annual General Meeting, a Member who has established a record of distinguished service to the Club may be granted Honorary Life Membership.
- 18.2. Such membership will only be granted by a resolution passed by a secret ballot at the Annual General Meeting of the Club but only after at least 75% of Members present and entitled to vote at such meeting have signified their acceptance of the resolution.
- 18.3. Subject to times when the course is made unavailable by the Match/Management Committee, an Honorary Life Member has the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities.

19. GOLD MEMBER

- 19.1. Any Member irrespective of their age, provided that person has been a Member or was previously an Associate Member of the Club continuously for a period of not less than 25 years, will be awarded the status of a Gold Member of the Club.
- 19.2. Subject to times when the course is made unavailable by the Match/Management Committee, a Gold Member has the same access rights as that of the respective 7, 6 or 5 Day Member in relation to Club House, course and practice facilities

20. PARTNER MEMBER

- 20.1. A new or existing Member of the Club may apply for membership as a Partner Member, where two (2) persons:
 - a. are in a Relationship;
 - b. residing together; and
 - c. are both Members of another class and/or sub-class of 7, 6 or 5 Day Membership of the Club.
- 20.2. Subject to times when the course is made unavailable by the Match/Management Committee, a Partner Member has the same access rights as that of the respective 7, 6 or 5 Day Member in relation to Club House, course and practice facilities.

21. INTERMEDIATE/FULL TIME STUDENT MEMBERSHIP

- 21.1. Intermediate/Full Time Student Membership of the Club will be persons aged from 18 years to 25 years or a registered Full Time Student.
- 21.2. Upon such persons attaining the age of 26 or relinquishing their Full-Time Student status, this Membership will lapse and those persons will, if they so desire, make application for membership in an appropriate sub-class.
- 21.3. Subject to times when the course is made unavailable by the Match/Management Committee, an Intermediate/Full Time Student Member has the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities.

22. HONORARY ANNUAL MEMBER

- 22.1. The respective Presidents of the recognised governing bodies of the game, a person distinguished by services rendered to the game of golf, the General Manager of the Club and others as the Management Committee may from time to time determine may be elected as an Honorary Annual Member of the Club.
- 22.2. This Membership is not automatic, but rather is subject to renewal annually by the Management Committee.
- 22.3. Subject to times when the course is made unavailable by the Match/Management Committee, an Honorary Annual Member has the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities.

23. JUNIOR MEMBER

- 23.1. Persons under the age of 18 years may be admitted as a Member of the Club as either a:
 - a. Junior 11 to 17 yrs. Member; or
 - b. Junior U/11 yrs. Member.
- 23.2. Junior Members of the Club are permitted to play on the course and use the facilities of the non-licensed portion of the Club House and participate in Club competitions upon such terms and conditions and subject to such restrictions and payment of such fees as the Management Committee may from time to time determine.
- 23.3. Junior Members of the Club will be subject to the rules and By-laws of the Club and on attaining the age of 18 years either may if they so desire apply for transfer to a sub-class of membership of the Club for which that person is eligible.

24. LIMITED 7 DAY MEMBER

- 24.1. Acceptance as a Limited 7 Day Member is conditional on the nominee being aged from 26 to 45 years.
- 24.2. Persons who have applied for and been accepted as a Limited 7 Day Member will be entitled to:
 - a. a maximum of 25 monitored competition rounds on the golf course per Club Financial Year on payment of the daily competition fee; and
 - b. access to the golf course for unlimited social rounds, subject to times when the course is made unavailable by the Match/Management Committee.
- 24.3. Access to playing on the golf course will at all times remain at the discretion of the Management Committee.
- 24.4. In the event a situation arises, unrestricted Members will always have precedence to availability to playing Club competitions.
- 24.5. Reciprocal rights for this sub-class are based on the conditions of the reciprocating club who may at their discretion offer reciprocity to this sub-class.

25. CLERGY MEMBER

- 25.1. A person ordained as a Minister of religion is to be entitled to apply for Clergy Membership of the Club.
- 25.2. Subject to times when the course is made unavailable by the Match/Management Committee, a Clergy Member has the same access rights as that of a 7 Day Member in relation to Club House, course and practice facilities.

26. COUNTRY MEMBER

- 26.1. A person residing more than 75 kilometres radius from the Club House may, on payment of the prescribed fee, be admitted to membership of the Club as a Country Member.
- 26.2. A Country Member will have full access to the Club House Facilities and may play on the course on normal visits to Brisbane. The Management Committee will have the right to restrict the number and type of Club competitions in which the Country Member will be entitled or eligible to play.
- 26.3. Should any Country Member become a resident within 75 kilometres of the Club House, that Country Member will cease to be entitled to the benefit of this rule and will be required to apply for membership of the Club in a manner by these rules provided in an appropriate classification of membership for which that person is eligible.

27. CORPORATE MEMBER

- 27.1. Corporations, Companies, Associations of business persons or similar organisations may apply to the Club for Corporate membership in accordance with conditions determined by the Management Committee.

28. SOCIAL MEMBER

- 28.1. A Social Member will be entitled to the privileges and use of the amenities of the Club House only and not those amenities relating to the golf course, and will not be eligible for a handicap or affiliated membership.

29. SUMMER MEMBER

- 29.1. A Summer Member will have full playing rights in the months of December and January only and access to social play at other times of the year at a fee to be determined by the Management Committee.

30. PAY AS YOU PLAY MEMBER

- 30.1. Pay As You Play Members will be entitled to:
 - a. have access to the course to play seven (7) days understanding that full fee paying Members have first priority on all tee times;
 - b. have access to the bookings sheet no earlier than 24 hours after online bookings have been opened to full fee paying Members;
 - c. be eligible to play in Club competitions but must pay the 'Competition Fee' of the day in addition to the prescribed visitor fee;
 - d. be eligible to play in, but cannot win, Honour Board Events; and

e. be eligible to play in, but cannot win, Club Championships.

30.2. Pay As You Play Members will:

a. not be eligible to play Pennants; and

b. have no voting rights.

31. APPLICATION FOR AND ADMISSION TO MEMBERSHIP

31.1. Each candidate for membership of the Club must be proposed by one (1) Member and seconded by another Member (except that neither the proposing nor seconding Member may be a Junior Member) and the candidate must be personally known to both the proposer and seconder.

31.2. Despite the above, if the Management Committee determines it is in the interests of the Club to do so, a candidate may be proposed solely by the President.

31.3. The proposing and seconding Members must have both been Members of the Club for a minimum of one (1) year immediately prior to the nomination.

31.4. Unless otherwise determined by the Management Committee there is no restriction on the number of candidates a Member can nominate for membership.

31.5. An application for nomination of a candidate must include at least the following information and relates to the candidate:

a. their full name;

b. date of birth;

c. their business and private addresses;

d. current profession or occupation;

e. any clubs of which the candidate is or has been a member;

f. the names of the proposer, seconder;

g. a brief statement as to the golfing ability of the candidate;

h. the class of membership sought for the candidate;

i. the category of playing rights sought for the candidate;

j. contact phone number; and

k. email.

31.6. The Management Committee may require further information concerning the candidate at any time prior to election of the candidate.

31.7. After considering the proposer's application for nomination of a candidate, the Management Committee may require the proposer to complete a questionnaire concerning the candidate and the proposer's relationship to and knowledge of the candidate, and (whether before or after receipt of such a completed questionnaire) may

require the candidate to play golf with Members selected by the Management Committee and may also require the candidate and the proposer to be interviewed by Management Committee Members with or without other Members.

- 31.8. The Management Committee may determine to consider the candidate's nomination for membership.
- 31.9. If the Management Committee decides to issue a nomination form, the General Manager will send an application to the proposer requesting:
 - a. the candidate's full name, any former name, business and private address, date of birth, current profession or occupation, and the golf club to which the candidate belongs (if any); and
 - b. the names of the proposer and seconder.
- 31.10. The original or a copy of the signed nomination form must be displayed for a period of at least 14 days in a conspicuous position in the Club House.
- 31.11. If a Member has an objection to the admission of a candidate as a Member, the Member may communicate their objections to the General Manager.
- 31.12. The Management Committee will consider the nomination of the candidate and an objection received to it, and may admit the candidate to membership in the class of membership sought.
- 31.13. The Management Committee is not required to give a reason for the acceptance, deferral or rejection of a nomination.
- 31.14. If the Management Committee resolves to accept the nomination of a candidate, then upon payment of the relevant entrance fee the candidate will be admitted to membership of that class, and entitled to rights and benefits of membership.
- 31.15. The Management Committee may determine to cancel the membership of a Member if the Management Committee is satisfied that there has been a material omission or misrepresentation in the particulars provided.

32. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 32.1. The entrance fee for a class of Members is as determined by the Management Committee.
- 32.2. The Management Committee may allow the payment of entrance fees by instalments, or reduce the entrance fee, as the Management Committee may determine, either generally or in a particular case.
- 32.3. The annual subscription fee for a class of membership is as determined by the Management Committee.
- 32.4. Unless otherwise determined by the Management Committee, subscriptions are due and payable in advance on the 1st day of July in each year, but the Management Committee may determine either generally, or in any particular case, that subscriptions are to be payable by instalments at the times as are specified by the Management Committee.
- 32.5. The Management Committee may in its discretion allow a discount (of such sum as the Management Committee determines) for early payment or pre-payment of subscriptions for such period as the Management Committee determines.

- 32.6. If the Management Committee considers that there is hardship or other special circumstances applicable to a particular case, the Management Committee may make arrangements with a Member for the postponement of the times for, or the reduction of, payment of the whole or part of an amount payable by way of subscription or entrance fees, on the terms and conditions as the Management Committee determines.
- 32.7. The Management Committee may allow a discount from the annual subscription (on a pro rata basis or otherwise) in the case of a Member who is admitted to membership, or whose class of membership changes, on a date other than 1 July in any year.
- 32.8. A Member who resigns or is expelled from membership is not entitled to a refund of subscriptions for the period from resignation or expulsion to the end of the Financial Year, and similarly the Club is not liable to refund to the estate of a deceased Member any part of subscriptions paid prior to the Member's death, provided that the Management Committee may, however, allow such a refund, in whole or in part, in its discretion in any particular case.
- 32.9. A Member who resigns, is expelled from membership or otherwise ceases to be a Member will remain liable for all unpaid entrance fees, subscriptions, levies and advances and in all other respects will be deemed to have released the Club from all claims and demands.
- 32.10. A Member must not be exempted from the obligation to pay the subscription for membership of the Club unless the Member is of a class specified in these rules and the exemption is in accordance with these rules.

33. LEVIES AND ADVANCES

- 33.1. The Management Committee may impose a levy in an amount as the Management Committee may determine on Members generally or differentially on the Members of one or more classes of membership but:
- a. no levy may be imposed on Life Members and non-voting Members; and
 - b. without the approval of the Club in general meeting, the Management Committee may not impose a levy or levies on any Member in any one (1) Financial Year exceeding 10% of the standard annual subscription applicable to that Member's class of membership.
- 33.2. The Management Committee may require payment of an advance on account of goods or services subsequently to be provided by the Club to Members of such an amount as the Management Committee may determine by Members generally, or differentially by the Members of one or more classes of membership.
- 33.3. Without limiting rule 33.2, advances may include a 'Useable Advance' on account of food and beverage purchases.
- 33.4. The Club is not required to refund all or a part of an advance even if the value of the goods and services subsequently provided by the Club is less than the amount of the advance.
- 33.5. The Management Committee may postpone the time for payment, or accept payment by instalments, of a levy or advance, on the terms and conditions as the Management Committee may determine, either generally or in a particular case.

34. FAILURE TO PAY ENTRANCE FEES, ANNUAL SUBSCRIPTIONS, LEVIES OR ADVANCES

- 34.1. A Member is in default if a Member fails to pay by its due date any amount owing to the Club by way of subscription, entrance fee, levy or advance, and unless the Management Committee otherwise determines, either generally or in a particular case:
- a. if the outstanding amount has not been paid within 30 days after its due date, the Member is not, until the outstanding amount has been paid in full, entitled to play on the course, to use the practice facilities or the Club House Facilities;
 - b. if the outstanding amount has not been paid within 60 days after its due date:
 - i. the Member must if so determined by the Management Committee, also pay a fine to the Club, being 10% of the outstanding amount or such lesser fine as the Management Committee determines; and
 - ii. the Management Committee may suspend the Member from all privileges of membership (notice of which suspension must be given to the Member in writing), whereupon the Member will also lose all right to vote on any matter or nominate or second any person for membership, for Management Committee or as an Executive Member, and if that Member is a Management Committee Member then that Member automatically vacates office, provided that (except where the Member concerned is a Management Committee Member) the Management Committee may waive this provision in a particular case; and
 - c. if the outstanding amount and any fine imposed under paragraph b. has not been paid within 90 days after the due date, the Management Committee may resolve that the Member cease to be a Member.
- 34.2. Where a person has ceased to be a Member under rule 34.1(c):
- a. that person remains liable to the Club for the outstanding amount and fine until payment in full has been made; but
 - b. the Management Committee may in its discretion replace that person's name on the register of Members on payment of the outstanding amount and fine and on receipt of an explanation which the Management Committee determines sufficient, and if the Management Committee does so that person will again become a Member of the former class.

35. DISCIPLINING OF MEMBERS

- 35.1. If a Member:
- a. is convicted of an indictable offence;
 - b. being engaged in any profession, is on account of his or her misconduct prohibited from continuing to practise that profession; or
 - c. becomes an 'insolvent under administration' within the meaning of the Corporations Act;
- that person ceases to be a Member, unless the Management Committee determines otherwise
- 35.2. If a Member:
- a. wilfully refuses or neglects to comply with a provision of these rules; or

- b. does any act or series of acts which in the opinion of the Management Committee is unbecoming of a Member of the Club, is injurious to the character, welfare or interests of the Club, or is likely to bring the Club into disrepute,

the Management Committee may by resolution:

- c. reprimand and/or fine the Member; and/or
- d. suspend the Member from the privileges of membership for a period not exceeding 12 months (but such suspension will not relieve the Member from liability to pay subscriptions, levies and advances as if the suspension had not occurred); or
- e. expel the Member from membership.

35.3. The Management Committee must not pass a resolution under rule 35.2 unless the Member has been:

- a. informed of what it is alleged the Member has done or failed to do; and
- b. given a reasonable opportunity to be heard.

35.4. The Management Committee is not required to give reasons for its decision.

35.5. A decision of the Management Committee is final.

35.6. Without limiting rule 35.1, the Management Committee may delegate its powers under rule 35.2 to a sub-committee.

35.7. A person who ceases to be a Member under rule 35.1 or is expelled under rule 35.2 remains liable to the Club for all to the Club before ceasing to be a Member.

35.8. A person whose application for Membership has been rejected, under rule 31, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

35.9. A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.

35.10. If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice call a general meeting to decide the appeal.

36. RESIGNATION OF MEMBERSHIP

36.1. A Member may resign from the Club by notice in writing to the General Manager, and a resignation will take effect on the day specified in the notice (which cannot be earlier than the date of the letter), or on the day the notice is received by the General Manager, whichever is the later.

36.2. If a Member's resignation does not take effect at the commencement of a Financial Year, the Club is not obliged to, but may, refund any part of the subscription for that Financial Year which the Member has paid, or to waive the subscription payable by the Member for that financial year.

37. GENERAL MEETINGS

- 37.1. The Annual General Meeting will be held within six (6) months of the close of the Financial Year.
- 37.2. The business to be conducted at the Annual General Meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations is:
- a. receiving the Club's financial statement, and audit report, for the last reportable financial year;
 - b. presenting the financial statement and audit report to the meeting for adoption;
 - c. electing Management Committee Members;
 - d. for a level 1 incorporated association, appointing an auditor or an accountant for the present financial year;
 - e. for a level 2 or level 3 incorporated association to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present Financial Year;
 - f. such other business as shall have been specified in the Notice of Meeting or as may be properly brought before the meeting; and
 - g. any Member entitled to attend and vote who proposes that a resolution be put to an Annual General Meeting must put the proposed resolution in writing to the General Manager at least twenty-one (21) days prior to the date set down for the Annual General Meeting, and such resolution must be signed by the proposer and a seconder.
- 37.3. The business to be conducted at the Annual General Meeting of other level 2 incorporated associations, to which section 59A applies, is:
- a. receiving the Club's financial statement, and signed statement, for the last reportable Financial year;
 - b. presenting the financial statement and signed statement to the meeting for adoption;
 - c. electing Management Committee Members; and
 - d. appointing an auditor, an accountant or an approved person for the present Financial Year.
- 37.4. The business to be conducted at the Annual General Meeting of other level 3 incorporated associations, to which section 59B applies, is:
- a. receiving the Club's financial statement, and signed statement, for the last reportable Financial year; and
 - b. presenting the financial statement and signed statement to the meeting for adoption;
 - c. electing Management Committee Members.

38. EXTRAORDINARY GENERAL MEETINGS

- 38.1. All general meetings of the Club other than the Annual General Meeting are to be called extraordinary general meetings.
- 38.2. The Management Committee may at any time convene an extraordinary general meeting having given notice to all Members at least seven (7) clear days prior to the date fixed for the meeting.
- 38.3. An extraordinary general meeting will be held when a requisition in writing signed by not less than 15% of the Voting Members is received by the General Manager provided that the requisition must clearly state the reasons why the extraordinary general meeting is being convened and the nature of the business to be dealt with at the meeting.

39. PROCEDURE AT A GENERAL MEETING

- 39.1. Twice the number of Members presently on the Management Committee plus one (1) Member present and entitled to vote constitute a quorum at a general meeting
- 39.2. If within 20 minutes after the time specified in the notice of meeting a quorum is not present, the meeting, if convened following a request by requisitionists under rule 38.3, will be dissolved, and otherwise will stand adjourned to the same day in the following week at the same time and place.
- 39.3. If at the adjourned meeting a quorum is not then present within 20 minutes after the time appointed for the meeting, those Voting Members present and entitled to vote will be a quorum.
- 39.4. The President, or failing the President, the Vice-President, or failing the Vice President, the Captain, must chair any general meeting, but if at any general meeting none of the President, the Vice-President or Captain is present the Voting Members present and entitled to vote may choose one (1) of their number to chair the general meeting.
- 39.5. A Voting Member who is financial has one (1) vote on a resolution to be decided at a general meeting.
- 39.6. The Chair of the general meeting does not have a casting vote.
- 39.7. A question submitted to a general meeting is to be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded.
- 39.8. A poll may be demanded by:
 - a. the Chair; or
 - b. any three (3) Voting Members present in person or by proxy and having the right to vote at the meeting.
- 39.9. Unless a poll is demanded, a declaration by the Chair that a resolution has been:
 - a. carried; or
 - b. carried by a particular majority; or
 - c. lost; or
 - d. not carried by a particular majority,

and an entry to that effect in the minute book of the Club, will be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution.

39.10. If a poll has been demanded under rule 39.8, it must be taken in the manner, which the Chair directs, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.

39.11. The demand for a poll:

- a. will not prevent the continuance of the meeting or the transaction of any business other than the question on which a poll has been demanded; and
- b. may be withdrawn.

39.12. At a General Meeting a Member of the Club who is entitled to attend and cast a vote at such a meeting may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

- a. An instrument appointing a proxy must be in writing under the hand of the appointor or the duly certified appointor's attorney if applicable. It must specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides.
- b. The proxy is not entitled to vote on the resolution except as specified in the instrument however the proxy is also taken to confer authority to demand or join in demanding a secret ballot if such occasion arises.
- c. An instrument appointing a proxy vote must be in writing and in the following form or such a form that is as similar to the following form as the circumstances allow:

GAILES GOLF CLUB INC.

IMember number
of.....being a Member of Gailes Golf Club hereby
appoint.....
Or in their absence, the Chairman of the meeting as my proxy to vote for me on
my behalf at the (annual) General Meeting of the Club to be held on:

..... day of20.... or at any adjournment of that meeting.

Signed thisday of20...

Signature

*In favour of the resolution

*against of the resolution

*strike out whichever is not wanted)

- d. Each completed instrument appointing a proxy must be handed to the Club General Manager or his appointee before the start of the meeting or the adjourned meeting at which the person named in the instrument proposes to vote.

40. ATTENDANCE BOOK

40.1. Those present at any General Meeting will sign a book or attendance sheet kept for that purpose by the General Manager.

41. MANAGEMENT COMMITTEE – POWERS AND COMPOSITION

41.1. The business and affairs of the Club are under the management of the Management Committee.

41.2. The Management Committee will consist of:

- a. the President;
- b. the Vice-President;
- c. the Captain;
- d. the Vice-Captain;
- e. the Treasurer; and
- f. not less than three (3) or more than five (5) Ordinary Members of the Management Committee.

41.3. No person may occupy more than one (1) office at a time.

41.4. Each Management Committee Member must be a Voting or Life Member whose length of membership of the Club aggregates to at least one (1) year.

41.5. A Management Committee Member ceases to hold office if that person:

- a. becomes of unsound mind or a person whose estate is liable to be dealt with under the law relating to mental health;
- b. is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of three (3) months and the Management Committee resolves that that person should cease to be a Management Committee Member;
- c. resigns as a Management Committee Member by notice in writing to the General Manager;
- d. is or becomes a person who is prevented from being a director of a company under the Corporations Act;
- e. becomes an 'insolvent under administration' within the meaning of the Corporations Act; and/or
- f. is no longer a Voting Member.

41.6. The Management Committee has power to appoint a Voting Member to fill a casual vacancy on the Management Committee.

42. MANAGEMENT COMMITTEE - MEETINGS

- 42.1. The Management Committee must meet at least once every four (4) months, and as often as the affairs of the Club require at the times and places determined by the Management Committee, and may adjourn and otherwise regulate its meetings and proceedings as the Management Committee thinks fit.
- 42.2. The Secretary will give Management Committee Members notice of the Management Committee meeting as practicable.
- 42.3. A quorum is a one half ($\frac{1}{2}$) plus one (1) of the Management Committee Members.
- 42.4. The President, or failing the President the Vice-President, or failing both of them the Captain, is to preside at each Management Committee meeting, provided that if at a Management Committee meeting the President, the Vice President and the Captain are not present, the Management Committee Members present may choose one (1) of their number to preside at the Management Committee meeting.
- 42.5. A question arising at a Management Committee meeting will, wherever possible, be determined by consensus.
- 42.6. Subject to these rules, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that a question arising at a Management Committee meeting, which cannot be determined by consensus, will be determined by a majority of the votes entitled to be cast by those present and entitled to vote at a Management Committee meeting
- 42.7. The Management Committee may invite observers to attend and, if the Management Committee determines, to speak at a Management Committee meeting.
- 42.8. At a Management Committee meeting a decision is to be taken by simple majority, with each Management Committee Member having one (1) vote.
- 42.9. In case of an equality of votes the Chair has a casting vote.

43. MANAGEMENT COMMITTEE – SPECIAL MEETINGS

- 43.1. A special Management Committee meeting will be convened by the Secretary on the request of the President, or on the requisition in writing of not less than three (3) Management Committee Members.
- 43.2. The requisition will clearly state the reasons why the special Management Committee meeting is being convened and the nature of the business to be dealt with at the special meeting.
- 43.3. The Secretary will give Management Committee Members notice of the special Management Committee meeting as practicable.
- 43.4. A quorum is a one half ($\frac{1}{2}$) plus one (1) of the Management Committee Members.
- 43.5. The President, or failing the President the Vice-President, or failing both of them the Captain, is to preside at each special Management Committee meeting, provided that if at a special Management Committee meeting the President, the Vice President and the Captain are not present, the Management Committee Members present may choose one (1) of their number to preside at the special Management Committee meeting.

- 43.6. A question arising at a special Management Committee meeting will, wherever possible, be determined by consensus.
- 43.7. Subject to these rules, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that a question arising at a special Management Committee meeting, which cannot be determined by consensus, will be determined by a majority of the votes entitled to be cast by those present and entitled to vote at a special Management Committee meeting
- 43.8. The Management Committee may invite observers to attend and, if the Management Committee determines, to speak at a special Management Committee meeting.
- 43.9. At a special Management Committee meeting a decision is to be taken by simple majority, with each Management Committee Member having one (1) vote.
- 43.10. In case of an equality of votes the Chair has a casting vote.

44. MANAGEMENT COMMITTEE – DETERMINATIONS OUT OF SESSION

- 44.1. Where the President and the Secretary consider that a matter requires prompt attention a ballot of the Management Committee Members, may be conducted by:
- a. courier;
 - b. post;
 - c. facsimile transfer;
 - d. E-mail; and/or
 - e. by other means of print communication,
- provided that:
- f. in the ballot, one-half (½) the Management Committee Members plus one (1), exercising a majority of the votes entitled to be cast and voting, constitutes a quorum;
 - g. the President will determine a time limit in which the ballots must be received; and
 - h. a determination of the ballot will, unless these rules otherwise require, be by simple majority of the votes cast.

45. ELECTION OF MANAGEMENT COMMITTEE

- 45.1. At least 28 clear days before the date determined by the Management Committee for holding of the Annual General Meeting, the General Manager will notify Members entitled to attend and vote that nominations may be made of candidates for positions as Executive Members or membership of the Management Committee for the ensuing year by affixing a notice to that effect to the notice board of the Club and to the Club's website.
- 45.2. Nominations will be lodged with the General Manager not later than 6.00pm on the 14th day before the Annual General Meeting.
- 45.3. A Member may nominate for one (1) Executive Member position or for a position as a Management Committee Member.

- 45.4. Nominations must be made in writing and signed by two (2) Members (one (1) being the proposer and one (1) the seconder) entitled to vote at the next Annual General Meeting of the Club.
- 45.5. Such Nomination must have endorsed thereon the consent in writing of the nominee therein named to act if elected. The nominations will be posted in the Club House at least 12 clear days prior to the date of the Annual General Meeting. An office for which no nomination has been received may be filled at such Annual General Meeting.
- 45.6. A candidate so nominated desiring to withdraw from the election may do so by notice in writing to the General Manger within 48 hours after the specified closing time for nominations and such withdrawal will operate in every way as if such candidate had not been nominated.
- 45.7. All nominees for positions as Executive Members or on the Management Committee plus their respective proposers and seconders must be financial by the time of closure of the ballot or if no ballot be necessary by the time of commencement of the Annual General Meeting otherwise they will be ineligible to be declared elected to the position for which they were nominated.
- 45.8. If the number of candidates nominated for election to fill the respective positions is equal to or less than the number of vacancies, no ballot will be required. The General Manager will report to the ensuing Annual General Meeting and the Chairman of such meeting will thereupon declare all such candidates elected and the Annual General Meeting will thereupon proceed to fill up any remaining vacancies.
- 45.9. Should the numbers of candidates nominated for election for all or any of the various positions of Executive Members or Management Committee be in excess of respective vacancies then in respect of each excess of numbers an election by secret ballot must take place at the Gales Golf Club House between the hours of 10.00 am and 5.00 pm on the day of the Annual General Meeting in accordance with the provisions set out in these rules.
- 45.10. The names on the ballot papers must be printed in the order determined by lot conducted by the General Manager in the presence of the nominees as soon as conveniently may be after the closing day for the receipt of nominations hereinbefore referred to.
- 45.11. Only financial Members of the Club will be eligible to vote. A list of these eligible voters as at 5.00pm on the day prior to the day of the Annual General Meeting will be prepared in alphabetical order.
- 45.12. As each eligible voter receives a ballot paper, that person's name in the list of eligible voters will be ruled through as an indication that, that person has received a ballot paper. A Member who spoils the ballot paper may obtain a substitute ballot paper by returning the spoilt ballot paper to the Returning Officer or scrutineer. Each Member desiring to vote must place a tick or cross against the minimum number of candidates necessary to fill the vacant offices. The voter will place the ballot paper in the locked ballot box provided by the Club.
- 45.13. On the day of the election, an un-financial Member may cast a vote by becoming a financial Member before the time of closure of the ballot. In such case after becoming financial, the Member's name is to be included in the list of eligible voters and on receiving the ballot paper the person's name will be then ruled through.

- 45.14. In the event that a financial Voting Member of the Club, is unable to attend the Club House on the day of the Annual General Meeting, they may request from the General Manager in advance of that day, a ballot paper detailing the nominees for the positions of office bearers and lodge a postal vote. Said postal vote must be received unopened by the Returning Officer no later than 5.00 pm on the day of the ballot.
- 45.15. A Returning Officer and two (2) scrutineers must be appointed by the Management Committee prior to the date of the Annual General Meeting. The Returning Officer and scrutineers will be Members of the Club with at least five (5) years standing and who are not candidates for the election nor a current Management Committee Member. The Returning Officer and scrutineers must conduct the ballot between the hours of 10.00am and 5.00pm on the day of the Annual General Meeting.
- 45.16. Immediately following the closing of the ballot at 5.00pm on the day of the Annual General Meeting, the Returning Officer and the two (2) scrutineers will unlock the ballot box and count the votes. Ballot papers which do not comply with the conditions, as set out in these rules will be rejected as informal.
- 45.17. At the conclusion of the count, the Returning Officer must make out a written statement certifying the result of the ballot and the successful candidates for the positions of Executive Members or Management Committee Member as appear from such ballot. A statement must be signed by the Returning Officer and two (2) scrutineers and handed to the Chairman of the Annual General Meeting. The successful candidates will then be announced to the Annual General Meeting. A declaration by the President of the Club at the Annual General Meeting declaring the successful candidates duly elected to office will be posted on the Club's notice board within 24 hours of the Annual General Meeting.
- 45.18. The candidates so elected will take up office immediately and will hold office until their successors are elected in accordance with these rules.
- 45.19. Whenever the number of candidates who receive an equal number of votes exceeds the number of vacancies to be filled, the President duly elected at the Annual General Meeting will have a second or casting vote for as many candidates as there are vacancies to be filled. A tied vote for the position of President will be determined by the majority vote of the Returning Officer and the two (2) scrutineers.

46. VACANCIES ON MANAGEMENT COMMITTEE

- 46.1. A vacancy in the Management Committee or in the office of General Manager may be filled by the Management Committee. Every Member so chosen may retain office only so long as the vacating Member would have done if no vacancy had occurred.
- 46.2. A Management Committee Member who:
- a. is convicted of an indictable offence;
 - b. becomes bankrupt, insolvent or compounds with creditors; or
 - c. is absent without leave of the Management Committee from all meetings of the Management Committee for three (3) consecutive months, will vacate the position, unless in the second and third cases the disqualification will be dispensed with in any special case by a resolution of the Management Committee.
- 46.3. The seat of any Management Committee Member who:

- a. dies; or
- b. who, in writing, signifies the desire to resign,

may be declared vacant by the Management Committee, who may, if such vacancy occurs within nine (9) months of the previous election, appoint a successor to hold office until the ensuing Annual General Meeting.

47. EXECUTIVE

47.1. The affairs of the Club will be administered, between meetings of the Management Committee, by the Executive.

47.2. The Executive is comprised of the:

- a. President;
- b. Vice President;
- c. Captain;
- d. Vice-Captain; and
- e. Treasurer.

48. EXECUTIVE - POWERS

48.1. The Executive:

- a. may between meetings of the Management Committee, exercise all the powers of the Management Committee as provided for in these rules;
- b. must not delegate power; and
- c. all decisions of the Executive may be reviewed by the Management Committee at the next Management Committee Meeting.

49. EXECUTIVE - MEETINGS

49.1. The Executive must meet periodically and as often as the affairs of the Club require at the times and places determined by the Executive, and may adjourn and otherwise regulate its meetings and proceedings as the Management Committee thinks fit.

49.2. The Secretary will give Executive Members notice of the Executive meeting as practicable.

49.3. A quorum is a one half ($\frac{1}{2}$) plus one (1) of the Executive Members.

49.4. The President, or failing the President the Vice-President, is to preside at each Executive meeting, provided that if at an Executive meeting the President and the Vice President are not present, the Executive Members present may choose one (1) of their number to preside at the Executive meeting.

49.5. A question arising at an Executive meeting will, wherever possible, be determined by consensus.

- 49.6. Subject to these rules, the Executive may meet together and regulate its proceedings as it thinks fit, provided that a question arising at an Executive meeting, which cannot be determined by consensus, will be determined by a majority of the votes entitled to be cast by those present and entitled to vote at a Management Committee meeting.
- 49.7. The Executive may invite observers to attend and, if the Executive determines, to speak at an Executive meeting.
- 49.8. At an Executive meeting a decision is to be taken by simple majority, with each Executive Member having one (1) vote.
- 49.9. In case of an equality of votes the Chair has a casting vote.

50. EXECUTIVE – SPECIAL MEETINGS

- 50.1. A special Executive meeting will be convened by the Secretary on the request of the President, or on the requisition in writing of not less than three (3) Executive Members.
- 50.2. The requisition will clearly state the reasons why the special Executive meeting is being convened and the nature of the business to be dealt with at the special meeting.
- 50.3. The Secretary will give Executive Members notice of the special Executive meeting as practicable.
- 50.4. A quorum is a one half ($\frac{1}{2}$) plus one (1) of the Executive Members.
- 50.5. The President, or failing the President the Vice-President, is to preside at each special Executive meeting, provided that if at a special Executive meeting the President and the Vice President are not present, the Executive Members present may choose one (1) of their number to preside at the special Executive meeting.
- 50.6. A question arising at a special Executive meeting will, wherever possible, be determined by consensus.
- 50.7. Subject to these rules, the Executive may meet together and regulate its proceedings as it thinks fit, provided that a question arising at a special Executive meeting, which cannot be determined by consensus, will be determined by a majority of the votes entitled to be cast by those present and entitled to vote at a special Executive meeting.
- 50.8. The Executive may invite observers to attend and, if the Executive determines, to speak at a special Executive meeting.
- 50.9. At a special Executive meeting a decision is to be taken by simple majority, with each Executive Member having one (1) vote.
- 50.10. In case of an equality of votes the Chair has a casting vote.

51. EXECUTIVE – DETERMINATIONS OUT OF SESSION

- 51.1. Where the President and the Secretary consider that a matter requires prompt attention a ballot of the Executive Members, may be conducted by:
 - a. courier;
 - b. post;

- c. facsimile transfer;
- d. E-mail; and/or
- e. by other means of print communication,

provided that:

- f. in the ballot, one-half ($\frac{1}{2}$) the Executive Members plus one (1), exercising a majority of the votes entitled to be cast and voting, constitutes a quorum;
- g. the President will determine a time limit in which the ballots must be received; and
- h. a determination of the ballot will, unless these rules otherwise require, be by simple majority of the votes cast.

52. SUB-COMMITTEES

- 52.1. Subject to the Act the Management Committee may create, and delegate any of its powers to, such sub-committees as determined, other than their power of delegation.
- 52.2. The Management Committee may revoke, withdraw, alter or vary power given to a sub-committee.
- 52.3. Each sub-committee must comprise one (1) or more Management Committee Members together with such other Members as the Management Committee determines.
- 52.4. The President is ex-officio a member of all sub-committees.
- 52.5. Each sub-committee in the exercise of powers conferred on it must conform to such regulations that may be imposed on it by the Management Committee and, subject to such regulations, the meetings of a sub-committee will be governed by the provisions of these rules relating to the regulation of the meetings and proceedings of the Management Committee.
- 52.6. A quorum for a sub-committee meeting is two (2).
- 52.7. Without limiting the Management Committee's power under rule 41.1, as soon as practicable following the election of the Management Committee it must appoint the following standing sub-committees:
 - a. a Match sub-committee;
 - b. a Course sub-committee;
 - c. a Membership and Marketing sub-committee;
 - d. a House sub-committee; and
 - e. a Finance sub-committee,

and other sub-committees as deemed necessary from time to time, each having the functions delegated to it by the Management Committee as the Management Committee may in its discretion determine.

52.8. All sub-committees are responsible to and subject to the control of the Management Committee.

53. VALIDITY OF ACTS

53.1. An act performed by the Management Committee, a sub-committee or a person acting as a Management Committee Member is taken to have been validly performed.

53.2. Rule 53.1 applies even if the act was performed when:

- a. there was a defect in the appointment of a Management Committee Member, sub-committee or person acting as a Management Committee Member; or
- b. a Management Committee Member, sub-committee Member or person acting as a Management Committee Member was disqualified from being a Member.

54. APPOINTMENT OF SECRETARY

54.1. The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland Border and who is either:

- a. a Member; or
- b. another person,

and is appointed by the Management Committee.

54.2. If a vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected within one (1) month after the vacancy happens.

54.3. The Management Committee may at any time remove a person appointed by the Management Committee as the Secretary.

55. DESCRIPTION OF ROLES

55.1. The President will:

- a. exercise a watching brief over the whole of the administration of the Club;
- b. be responsible, and accountable, for the good order and discipline of the Management Committee Members;
- c. if present, preside at all Club meetings;
- d. preside over the Executive; and
- e. report all Executive meetings and decisions made by the Executive to the Management Committee meeting.

55.2. The Vice-President will:

- a. act for the President if the President is absent; and
- b. support the President to fulfil the Objects of the Club.

55.3. The Captain will:

- a. have overall responsibility for the conduct of all golf played on the Club's golf course whether by Members or non-members including competition, social, tournament and representative golf;
- b. be responsible for the selection and conduct of Members representing the Club whether at the Club's golf course or elsewhere; and
- c. maintain a record of, and adjust where necessary, the playing handicaps of all Members in accordance with the Rules of Golf and as directed by the respective golfing bodies of Australia.

55.4. The Vice-Captain will:

- a. act for the Captain if the Captain is absent; and
- b. support the Captain to fulfil the responsibilities of the Captain as described above.

55.5. The Secretary will:

- a. call meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President;
- b. for each meeting keep the minutes and ensure:
 - i. full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered into a minute book; and
 - ii. that the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.
- c. keep copies of all correspondence and other documents relating to the Club;
- d. maintain the Members Register of the Club; and
- e. complete any other duties as may be provided by these rules or as may be directed by the Management Committee or an Annual General Meeting.

55.6. The Treasurer will:

- a. be responsible for, and will cause records to be kept of all receipts and payments and other financial transactions;
- b. cause to be prepared financial budgets and statements;
- c. on at least a quarterly basis, submit a report on the finances of the Club to the Management Committee or as requested by the Management Committee; and
- d. as soon as practicable after the close of the Financial Year, will cause to be prepared a statement containing the particulars of:
 - i. the income and expenditure of the Club for the preceding Financial Year; and
 - ii. the assets and liabilities of the Club and the mortgages, charges and securities affecting the property of the Club at the close of the preceding Financial Year.

iii. the external Auditors report.

55.7. The General Manager will:

- a. be responsible, and control the day-to-day management of the affairs of the Club;
- b. be the 'Secretary' of the Club under these rules;
- c. be the 'Public Officer' of the Club for the purposes of the Act;
- d. not be eligible to hold office as a Management Committee Member;
- e. be an Honorary Annual Member with the same playing rights as a Voting Member with seven (7) day playing rights;
- f. if at the time of appointment, the General Manager was a Member, the General Manager will become an Honorary Annual Member for the period of their office as General Manager, and will resume the previous class of membership and category of playing rights upon ceasing to be the General Manager; and
- g. have the powers and duties that are delegated by the Management Committee.

56. REGULATIONS

56.1. Without limitation to these rules, the Management Committee may make and alter regulations it provides for the conduct, control and management of the Club, inclusive of:

- a. the admission of visitors to the premises and to use the facilities of the Club;
- b. the times of opening and closing the premises, the golf course, or any of the other facilities of the Club;
- c. the behaviour and dress codes to be observed by Members and visitors;
- d. conditions and regulations of golf competitions held by the Club;
- e. the restriction or prohibition of particular games on the Club premises;
- f. the conduct of Members in relation to one (1) another and to the employees of the Club;
- g. prohibiting or restricting smoking in the Club House or on the Club premises generally;
- h. prohibiting or restricting the canvassing or circularisation of the Members, whether for a political, commercial, or other purpose; and
- i. miscellaneous matters for the beneficial operation of the Club.

56.2. A copy of the regulations is to be available at all reasonable times for inspection by a Member, at the office of the General Manager and on the club's website in the Members section.

57. SOURCES OF FUNDS

57.1. The funds of the Club may be derived from entrance fees, subscriptions, levies, advances, green fees, sales of food and beverages, hire of the Club House Facilities and use of Club facilities, interest and any other sources approved by the Management Committee.

58. ACCOUNTS AND AUDIT

- 58.1. The General Manager must keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- 58.2. The books of account must be kept at the office of the Club (or at such other place determined by the Management Committee) and must always be open to inspection by the Management Committee.
- 58.3. The Management Committee must determine whether and to what extent and at what times and places and under what conditions and regulations any of the accounts and books of the Club are to be open to inspection by Members of the Club who are not Management Committee Members.
- 58.4. Notwithstanding rule 37.2, at the Annual General Meeting in each year a financial statement must be submitted to the Members, containing the income and expenditure of the Club during its last financial year, the assets and liabilities of the Club as at the end of its last financial year, and each of the other particulars required by the Act.
- 58.5. This financial statement must be prepared in accordance with the Australian Accounting Standards prescribed by the Act.
- 58.6. The Management Committee must appoint an auditor, who must be a registered company auditor under the Corporations Act, to report to the Members of the Club at the Annual General Meeting on the statement to be submitted to the Members in accordance with the Act.
- 58.7. No person is eligible to be an auditor of the Club who is interested (otherwise than as a Member) in any transaction relating to the Club, and no Management Committee Member may be the Club's auditor.

59. BANKING AND BORROWING POWERS

- 59.1. Cheques, drafts, bills of exchange, promissory notes and other negotiable instruments whether physical or electronic, tendered in payment of sundry purchasers (not being of a capital nature) and not exceeding \$1,000 may be signed by two (2) signatories being the General Manager and a written appointee of the Management Committee.
- 59.2. All other cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed on behalf of the Club by two (2) signatories being:
 - a. two (2) Executive Members;
 - b. one (1) Executive Member and the General Manager; or
 - c. one (1) Executive Member and any other senior employee of the Club who is specifically authorised by the Management Committee to sign such instruments,but a cheque, draft, bill of exchange, promissory note or other negotiable instrument for an amount greater than \$10,000 or other amount as is determined by the Management Committee and must be signed on behalf of the Club by two (2) Executive Members.
- 59.3. All moneys received on behalf of the Club must promptly be paid into one (1) of the bank accounts of the Club.

- 59.4. The Management Committee may issue debentures, debenture stock, bonds or obligations of the Club for such purposes (consistent with the Objects) and for such amounts as the Management Committee thinks fit, and whether with or without security.
- 59.5. The Management Committee may not mortgage, charge or otherwise pledge any land owned by the Club except with sanction of a prior resolution of the Club in General Meeting.

60. INDEMNIFICATION OF OFFICERS

- 60.1. A Management Committee Member, member of a sub-committee, and the General Manager is to be indemnified out of the assets of the Club against all liabilities, losses or expenses incurred by that officer as such an officer in the course of the Club's business, except where those liabilities, losses or expenses arise out of conduct involving dishonesty or a lack of good faith on the part of the officer.
- 60.2. No Management Committee Member will be liable for the insufficiency or deficiency of title to any property acquired by the Management Committee for and on behalf of the Club, or for any loss or damage arising from the bankruptcy or tortious act of any person owing moneys to the Club or for any loss occasioned by any error of judgment or oversight on that Management Committee Member's part, or for any other loss or damage which arises in the execution of the duties of the Management Committee Member's office, unless that liability arises through the Management Committee Member's dishonesty or lack of good faith.
- 60.3. Without limiting rules 60.1 and 60.2, the Club may procure and pay premiums on any policy of insurance insuring any Management Committee Member against any liability which the Management Committee Member may incur as a Management Committee Member in the execution of his or her duties.

61. WINDING UP

- 61.1. The Club may be wound up voluntarily pursuant to a Special Resolution, in accordance with the Act.
- 61.2. If upon a winding up of the Club there remains after the satisfaction of all the Club's debts and liabilities any money or property, that money or property must not be paid to or distributed amongst the Members of the Club or any of them, but must be given or transferred to some other golf club or other institution or body having objects similar to the Objects and which prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Club under rule 3.
- 61.3. The golf club, association, institution or body under rule 61.2 must be determined by the Voting Members for the passing of the resolution for the winding up of the Club, or in default by a judge of the Supreme Court of Queensland.

62. VISITORS

- 62.1. A Member may introduce one (1) or more visitors to the Club premises and to the privileges of the use of Club House, the golf course and the golf practice facilities [ensuring those visitors are aware of the club's](#) regulations which may be prescribed by the Management Committee from time to time, provided:
- a. no visitor has any greater rights to play on the course or to utilise the Club facilities than those possessed by the Member introducing him or her;

- b. no visitor may be introduced to play on the course on any Saturday without the prior approval of the General Manager.
- 62.2. The Club must keep a record of each visitor to the Club including their name, address, date of visit, and the name of the Member introducing the visitor. Immediately upon the arrival of a visitor at the Club, that visitor's introducing Member must enter these particulars in the visitor's book, and if the visitor is to play on the course or to use the golf practice facilities, the introducing Member must pay the prescribed fee prior to the commencement of play.
- 62.3. A visitor must not be supplied with liquor in the Club premises unless the visitor is in the company of a Member, has paid Visitor fees and/or played on the golf course or is at a particular function in respect of which a limited licence has been granted under section 14 of the Liquor Control Reform Act 1999.
- 62.4. The General Manager may at his or her discretion prohibit any person from being introduced as visitor without being required to give a reason for the prohibition.
- 62.5. The Member introducing a visitor is responsible for that visitor's conduct and for a liability or indebtedness owing by that visitor to the club.
- 62.6. Daily fee paying Visitors / Social players are deemed to be a restricted temporary member of the club for that day on payment of the prescribed green fee.

63. GRIEVANCE PROCEDURE

- 63.1. The Grievance Procedure applies to disputes under these rules between:
- a. a Member and another Member, and
 - b. a Member and the Management Committee.
- 63.2. The parties must first attempt to resolve the dispute themselves.
- 63.3. If the parties are unable to resolve the dispute, the Management Committee must appoint a mediator.
- 63.4. The mediator:
- a. must not have a personal interest in the dispute;
 - b. must not be biased in favour of or against a party;
 - c. may be a Member or former Member; and
 - d. if possible, must be appointed with the agreement of all parties.
- 63.5. The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.
- 63.6. The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- 63.7. If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under these rules of the parties and any other Members.

63.8. A determination of a mediator under rule 63 is binding on the parties and all Members.

64. THE SEAL

64.1. The Club will have a common seal, which must be kept in the custody of the General Manager.

64.2. The common seal is not to be affixed to any instrument except by the authority of a resolution of the Management Committee. Every instrument to which the common seal is affixed must be signed by two (2) Management Committee Members.

65. NO PAYMENT

65.1. No payment of any amount may be made to an officer or employee of the Club by way of commission or allowance from the receipts of the Club for the sale and disposal of liquor.

66. ALTERATION OF RULES

66.1. These rules may be altered, rescinded, or added to, only by a Special Resolution.

66.2. However, this provision does not restrict the power of the Management Committee to make regulations pursuant to rule 56.