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CONSTITUTION OF THE CABOOLTURE GOLF CLUB INC

1. The name of the incorporated association shall be Caboolture Golf Club Incorporated (in these rules called "the Association").

2. OBJECTS

The objects for which the Association is established are:

- i. To provide recreation of such kinds as the Club may determine, to encourage social intercourse and good fellowship amongst its Members and, in particular, to promote and encourage the game of Golf, and to promote and maintain a Golf Course together with a club house and other conveniences for the use of its members and its guests.
- ii. To promote and hold, either alone or jointly with any other Association, Club or Person, meeting competitions and matches for the playing of Golf or other sports and pastimes, and to offer, give or contribute towards prizes, medals and awards thereof
- iii. To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or associated or amalgamated with any other association or club, whose objects are similar or in part similar to the objects of the Club, or in the establishment or promotion of which may be beneficial to the Club, and to join and become a member of any authority controlling Golf in Queensland for the time being.
- iv. The doing of all such other acts and things as are conducive or incidental to the above mentioned objects.

3. POWERS

The Powers of the Association are

- i. To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Caboolture Golf Club".
- ii. To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 30 (10).
- iii. In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.

- iv. 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 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.

5. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association, to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think is desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

6. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

7. To remunerate any person or body corporate for services rendered, or to be rendered, whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of unsecured notes, debentures or other securities of the incorporated association, or **in** or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects.

8. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

9. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

10. To take or otherwise acquire, and hold shares, debentures or other securities of any Government Guaranteed Company or body corporate.

11. In furtherance of the Objects of the Association, to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and other wise to assist any person or body corporate.

12. (a) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance accounts or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge,

lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay off any such securities.

12. (b) Notwithstanding any other clauses in the Constitution, the Club must not incur indebtedness from any financial Institution in excess of \$100,000.00 from any financial institution in any one transaction without prior approval from an Annual General Meeting or Special General Meeting called for this purpose.

13. To draw make, accept endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

14. 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.

15. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.

16. To take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the Association but subject always to the proviso in sub-rule 4.

17. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

18. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

19. In furtherance of the Objects of the Association to amalgamate with anyone or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Association under or by virtue of Rule 30 (10).

20. In furtherance of the Objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

21. In furtherance of the Objects of the Association to transfer all or any part of the property, assets, liabilities engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.

22. To make donations for patriotic, charitable or community purposes.
23. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
24. To do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

4. CLASS OF MEMBERSHIP

(1) The membership of the Association shall consist of ordinary members and any of the following classes of members. The Committee shall, subject to these articles have the power to limit from time to time the number of members in each class of membership.

- (2) Ordinary Members
 - Multiple Year Member
 - Husband and Wife membership
 - Life Members
 - Honorary Members
 - Country Members
 - Limited Playing Members
 - Junior Members
 - Social Members
 - Midweek Members
 - Intermediate Members
 - Part time Member

(3) Ordinary Members:

(a) Any male or female who is eligible for membership of the Association under these rules may be elected in accordance with the provisions herein contained as an Ordinary Member of the Association. As such, he or she shall be entitled to vote and subject to the provisions of these rules, hold office or otherwise take part in the Management of the Association and shall be entitled to all privileges connected therewith.

(b) Multiple Year Members:

These shall be those ordinary members who have exercised an offer from the club to pay multiple years subscriptions in advance as determined by the Board of Directors.

(c) Husband and Wife Membership:

Husband & Wife Membership – applies to any couple as recognised by Queensland Law.

4. Life Members:

- 1) The current Life Members of the Caboolture Golf Club shall be Life Members of the Association.
- 2) Any member with a minimum of 10 years or more continuous membership may submit to the Board of Directors for consideration any one nomination per year for Life Membership.
- 3) A life member is a member who may, only upon the recommendation of no less than two-thirds of the Board of Directors and only in recognition of outstanding service (for a period of not less than 15 years), rendered by that member to the Club, be elected by the Association at the Annual General Meeting or Special General Meeting by a vote of not less than two-thirds of members eligible to vote.
- 4) Life members shall be entitled to all the privileges and be subject to all the duties of a member of the Association during his or her life without any further payment of subscription.
- 5) Voting shall be by way of secret ballot at the Annual General Meeting or a Special General Meeting.

5. Honorary Members:

The Board of directors shall have the power to grant Honorary Membership with or without payment of fees to any person visiting Caboolture who is a member of a Golf Club with which the Association has entered into reciprocal arrangements or is a distinguished personage whom the Board of directors desires to honour by granting admission as an Honorary Member, and may be allowed to participate in competition at the discretion of the Board of directors.

6. Country Members:

A person residing not less than 100 kilometres from the Caboolture Post Office on payment of the prescribed fee may, in accordance with Rule 7 be admitted to membership of the Association as a Country Member. A Country Member shall have full access to club house amenities and may play on the course on annual leave or normal visits to

Caboolture, with a maximum of twelve (12) competition games per year on payment of prescribed green fees.

7. Limited Playing Member:

Limited Playing Membership is open to any person interested in the game of golf:

- a) but has reached an age or suffered physical disability or ill health which precludes further active participation, but who wish to maintain ties with the game of Golf on a social level, or
- b) such other persons who, for reasons acceptable to the Board of directors are precluded from playing the game of Golf in a competitive capacity. A Limited Playing Member is prohibited from playing in Club Competition.

8. Junior Members:

Persons under the age of eighteen (18) years may be admitted as Junior members of the Caboolture Golf Club shall be permitted to play on the course and participate in Club Competition upon such terms and conditions and subject to such restrictions and the payment of such fees as the Board of directors may, from time to time, determine.

They shall be subject to the Rules and By-Laws of the Association and on obtaining the age of eighteen (18) years shall either cease to be a member of the Junior Club or shall apply for transfer to a class of membership of the Association for which he or she is eligible. When the Junior elects to apply for transfer to become an Ordinary Member the nomination fee applicable at the time shall be reduced at the rate of 20% for each year or part thereof that the person has been a Junior Member to a maximum rebate of 80%. The Board of directors shall have discretion in approving the transfer into a particular class. Use of facilities of licensed portion of the Clubhouse is restricted to Junior Members who attained the age of eighteen (18) years.

9. Social Member:

Social Membership is open to any person interested in participating in the Social activities of the Club.

10. Midweek Member:

Midweek Member

- a) Mid-week members to be allowed to play in competitions Monday to Friday including any public holidays within this period.
- b) Not be allowed to play in any competition on either Saturday or Sunday.

c) If a Mid-week Member wishes to play social golf on either a Saturday or Sunday, he may do so subject to payment of the normal green fees and the availability of the playing time, which does not interfere with the competition of the day.

d) Mid-week Membership will have no voting rights. There is a nomination fee charged on members joining this category and is the same as for ordinary membership.

11. Intermediate Member:

Intermediate Membership is open to any person interested in playing golf who is over the age of eighteen (18) and under the age of twenty-one (21). When an Intermediate Member elects to apply for transfer to Ordinary Member the nomination fee applicable at the time shall be reduced at the rate of 20% for each year or part thereof that the person has been an intermediate member to a maximum rebate of 60%. The Board of directors shall have the discretion in approving the transfer into a particular class. Intermediate Members are to have no voting rights.

12. Part Time Member:

These will be categorised and checked monthly to ensure compliance with game limit. Not eligible for Honour Board events, has no voting rights, pay nominal fee for social play.

5. MEMBERSHIP

- 1) Every person who at the date of incorporation of the Association, was a member of the un-incorporated association and who, on or before the date of incorporation agrees in writing to become a member of the Association shall be admitted by the Board of directors to the same class of Membership of the Association as that member held in the un-incorporated association. Every member of the Association who prior to agreeing to become a Member of the Association, has paid his or her subscription due on the first day of January, 1985, as a member of the un-incorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the first day of January, 1986.
- 2) Every applicant for a class of membership of the Association (other than the members of the un-incorporated association referred to in sub-rule (1)), shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as the Board of directors from time to time prescribes, and shall be accompanied by the prescribed nomination fee.

- 3) Adult membership of the Association shall be open to any golfer over the age of twenty-one (21) years, who is of good character and repute and whose membership is likely to be compatible with existing members of the Association.

6. MEMBERSHIP FEES

- 1) The membership fees for each class of membership shall be increased or decreased annually in accordance with the minimum CPI, together with any other sum as members from time to time at any General Meeting so determine.
- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Board of Directors shall from time to time determine.
- 3) The Board of Directors at its discretion may charge pro-rata subscription where a person is admitted to membership during the current golfing year.
- 4) The Board of Directors shall have the power to make special arrangements with any person for leave of absence.

7. ADMISSION AND REJECTION OF MEMBERS

1. At the next meeting of the Board of Directors after the receipt of any application and the nomination fee applicable for any class of membership, such application shall be considered by the Board of Directors, who shall thereupon determine upon the admission or rejection of the applicant.
2. Any applicant who receives a majority of the votes of the members of the Board of directors present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
3. Upon the acceptance or rejection of an application for any class of membership the secretary/manager shall forthwith give the applicant notice in writing of such acceptance or rejection.
4. The Association shall not be bound to give any reason for the rejection of a Nomination for Membership
5. Upon notice of acceptance of membership the applicant shall be required to pay the prescribed fee within one (1) month of date of notification.
6. Members shall communicate any change of address in writing to the Secretary/manager, and all notices by post or otherwise to the last recorded address shall be considered as duly delivered.
7. A person applying for re-entry to membership who has submitted a formal resignation from membership of the Association may at the discretion of the

Board of directors be re-admitted without payment of further nomination fee or the fees applicable to the period of resignation.

8. EXPULSION, SUSPENSION, REPRIMAND OF MEMBERS

- I. i. The Board of Directors shall have power to reprimand, suspend or expel from the Association any person who infringes any of the Rules of the Association or fails to comply with any decision of the Board, or whose conduct whether within or without the Club premises in the opinion of the Board renders him or her unsuitable for membership.
- II. Before a person is reprimanded, suspended or expelled, his or her alleged infringement, failure to comply, or conduct shall be inquired into by the Board of Directors and such person shall be given full opportunity to defend himself/ herself and justify or explain his/her alleged infringement, failure to comply or conduct.
- III. Seven days notice by letter, addressed to the person at his/her known place of abode of the date, place and time of the Board Meeting at which such matter will be inquired into, shall be sufficient notice to such person. If a majority of the Board present when the matter is inquired into are of the opinion that the person has infringed any Rule of the Association or has failed to comply with any decision of the Board or has been guilty of such conduct as aforesaid, and that the person has failed to afford proper justification or explanation the Board may forthwith reprimand, suspend for such period not exceeding three months as the Board in its sole discretion decides or expel such person.
- IV. The notice by letter mentioned above shall contain a statement detailing the nature of such infringement and or failure to comply and/or conduct. The dispatch of such notice shall operate to suspend such person from the rights and privileges of membership and the right of entering the Club premises until a time immediately prior to the time when the Board meets to consider such matter.
- V. Any person who has been expelled from the Association shall at once cease to hold Membership of the Association. If such person so reprimanded, suspended or expelled be dissatisfied or aggrieved by the decision of the Board of Directors he or she may appeal against such decision to a Special General Meeting which shall be called at the earliest possible date in

accordance with Rule 9 (1) and (2) and (3) such appeal to have precedence over all other business.

- VI. The decision of the Board of Directors may be confirmed, set aside or varied by such meeting by the majority vote of those present.

8. DAMAGE TO PROPERTY

(b) Any member breaking or otherwise damaging any property of the Association shall pay such sum as may be adjudged by the Board of Directors sufficient to cover such breakage or damage.

9. APPEAL AGAINST REJECTION OR EXPULSION OF MEMBERSHIP

(1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary/manager written notice of an intention to appeal against the decision of the Board of Directors.

(2) Upon receipt of a notification of intention to appeal against rejection or expulsion of membership the Secretary/Manager shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant, together with witnesses, shall be given the opportunity to fully present their case and the Board of Directors or those members thereof who rejected the application for membership or expulsion, or suspension of the member subsequently shall likewise have the opportunity of presenting their case. The appeal shall be determined by a secret vote of the members present at such meeting.

(3) Where a person, whose application is rejected, does not appeal against the decision of the Board of Directors within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary/manager shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

(1) The Board of Directors shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to Membership of the Association and the dates and class of their admission.

(2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board of Directors or the Members at any general meeting may require from time to time.

(3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary/manager for such inspection.

11. MEMBERSHIP OF BOARD OF DIRECTORS

1 (a) The Board of Directors would consist of six persons these being Chairman, Match Director, Finance Director, Greens Director, House Director, Promotions and Publicity Director.

1 (b) Any reference to the Board of Directors shall be acknowledged to refer to a Management Committee as defined under the Associations and Incorporations Act 1981 as amended.

1 (c) Each member of the Board of Directors would choose their own sub-Committee. To a minimum of five (5) and a maximum of seven (7), with the exception of the Match Committee which, due to their extra duties, may go to twelve (12).

2. The Chairman of the Board must have served one (1) year on the Management Committee or one year on the Board of Directors.

3. At the Annual General Meeting of the Association, all the members of the Board of Directors for the time being shall retire from office. They shall be eligible upon nomination for re-election.

4. The immediate Past Chairman shall be an ex officio member of the Board of Directors for a period of one year from the date of retirement as Chairman, subject to the proviso that the said Past Chairman was not defeated for any position at the last election.

5. The election of officers and other members of the Board of Directors shall take place in the following manner:-

6 (a) No candidate shall be eligible as an office bearer of the Board of Directors unless they are an ordinary or life member of the Association.

6 (b) Nominations for positions on the Committee shall be in writing and signed by two members entitled to vote together with the nominee's written consent thereon or attached thereto. The nomination shall signify the position on the Committee nominated for. All nominations shall be delivered to the Secretary/Manager at least 28 days before the date of the Annual General Meeting, with all nominations to be in the hands of the Secretary/Manager by 5.00 p.m. on the twenty-eighth day. The Secretary/manager shall post each nomination on the Club House Notice Board or a prominent place in the Club House as received.

7. Any candidate so nominated desiring to withdraw from the election may do so by notice in writing to the Secretary/manager at least 21 days before the date of the Annual

General Meeting and such withdrawal shall operate in every way as if such candidate had not been nominated.

8. If the number of nominations for any position on the Board of Directors is equal to the number required, a ballot need not be necessary for that position.

9. In the event of there being more nominations for any position on the Board of Directors than the number required, a secret ballot shall be held among the members of the Association entitled to vote and the following provisions shall apply:

10. The Board of Directors shall appoint the Returning Officer for the purpose of the election.

11. The conduct of the election shall be in the hands of and under the control of the Returning Officer.

12. The Returning Officer shall be supplied with a register of members entitled to vote, containing the names and addresses of such members.

13. The Returning Officer shall have printed a sufficient number of ballot papers to ensure that every member entitled to vote is provided with a ballot paper.

14. The ballot papers shall contain all the names of the candidates nominated for positions in respect to which an election is required to be held and directions as to the manner in which members entitled to vote shall record their vote and the date and time fixed for the return of the ballot papers. The names of candidates shall appear on the ballot paper in the order determined by lot.

15. On the ballot papers being printed the Returning Officer shall obtain a certificate from the printer as to the number of ballot papers printed.

16. The Returning Officer shall before posting the ballot papers to members' place his or her initials thereon or otherwise mark each ballot paper so as to identify same.

17. The Returning Officer shall at least 14 days prior to the date of the Annual General Meeting post to every member entitled to vote, a ballot paper, an envelope which shall be addressed to the Returning Officer and a smaller envelope marked, "Ballot Papers".

18. Each member voting must vote for as many candidates as there are vacancies for the respective positions in the manner as indicated on the ballot paper. Each member shall enclose the ballot paper in the smaller envelope marked "Ballot Paper, seal it and after enclosing the smaller envelope in the larger envelope and sealing same, return to the Returning Officer either by post or by placing the same in a ballot box provided for that purpose. A vote shall be invalid should a member fail to record their vote in the manner indicated.

19. Immediately after the posting of the ballot papers and envelopes the Returning Officer shall place in a conspicuous place in the Club House a locked ballot box (provided by the Board of Directors for that purpose) in which ballot papers may be deposited by members. The Returning Officer shall forthwith deposit in the ballot box all ballot papers received through the post or otherwise.

20. The key of the ballot box shall be and remain in the possession of the Returning Officer and such ballot box shall not be opened until after the closing time for the return of the ballot papers and then only in the presence of the scrutineers appointed by the Board of Directors.

21. The Returning Officer on being satisfied on the personal application of any members that such member has not used the original ballot paper sent to him may issue another ballot paper to such member who may exercise their vote with the ballot paper so issued.

22. The Board of Directors shall at its ordinary monthly meeting preceding the Annual general Meeting appoint four members to be scrutineers, none of whom shall be a candidate for election or a member of the Board of Directors. Should the scrutineers or any of them be unable to act, the Chairman shall on being so notified, appoint four other members or as the case may be in place of the scrutineers or scrutineer so appointed by the Board of Directors.

23. The Returning Officer shall notify the scrutineers of the date and time and place fixed for the counting of the ballot papers at least seven (7) days prior to that date or in the event of a scrutineer being unable to act shall notify the scrutineer appointed as a substitute as soon as possible after such appointment.

24. The ballot shall close at 2.00 o'clock in the afternoon of the day before the Annual General Meeting.

25. No person other than the scrutineers shall be entitled to be present at the counting of the ballot papers by the Returning Officer, who may engage the services of the scrutineers in assisting with the count.

26. The Returning Officer shall deposit in the ballot box unopened, every such envelope so returned to or received to 2 o'clock in the afternoon of the day before the Annual General Meeting. The Returning Officer shall at such hour in the clubhouse, or in such other place as may be approved by the Board of Directors, in the presence of the scrutineers, open the ballot box and then and there proceed with the ballot. The Returning Officer shall extract the smaller envelope marked "Ballot Paper" and place it unopened in the ballot box, and shall reject all the larger envelopes. When all the ballot papers have been dealt with, the Returning Officer shall re-open the ballot box, open the smaller envelopes and proceed to examine and count the number of votes recorded. The Returning Officer shall reject as informal all ballot papers which do not comply with the provisions of these presents.

27. The election shall be decided on the primary count.
28. The Returning Officer shall declare in writing to the Annual General Meeting of the Association the result of the ballot.
29. In the event of two or more candidates polling an equal number of votes for any position on the Board of Directors a secret ballot shall be held among the members present at the Annual General Meeting and entitled to vote to determine the election between such candidates and in the event of equality of votes arising from such secret ballot the Chairman shall determine the same by lot.
30. If the number of nominations for any position on the Board of Directors is less than the number required a ballot is not necessary, with the shortfall in nominations to be called from the floor at the Annual General Meeting.

12. RESIGNATION OF DIRECTORS

Any member of the Board of Directors may resign from membership of the Board of Directors at any time by giving notice in writing to the Secretary/Manager but such resignation shall take effect at the time such notice is received by the Secretary/Manager unless a later date is specified in the notice when it shall take effect on that later date or such members may be removed from office at a Special General Meeting of the Association where that member shall be given the opportunity to fully present the case. The question of removal shall be determined by the vote of the members present at such a Special General Meeting.

13. VACANCIES ON THE BOARD OF DIRECTORS

- 1) The Board of Directors shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Board of Directors until the next Annual General Meeting.
- 2) The continuing members of the Board of Directors may act notwithstanding any casual vacancy in the Board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a Special General Meeting of the Association, but for no other purpose. The necessary quorum for a Board of Directors is no less than four (4).
- 3) The office of any member of the said Committee shall be declared vacant by the said Committee if such member fails to attend three (3) consecutive meetings of the Committee without having obtained leave of absence or without a reason acceptable to the Board of Directors.

14. FUNCTIONS OF THE BOARD OF DIRECTORS

1. Except as otherwise provided by these rules and subject to resolutions of the Members of the Association carried out at any Annual General Meeting or Special General Meeting, the Board of Directors:
 - i. Shall have the general control and management of the administration of the affairs, property and funds of the Association, and
 - ii. Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent.
2. The Board of Directors may exercise all the powers of the Association in relation to:
 - i. The borrowing or raising or securing the payment of money in such manner as they think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Associations property, both present and future, and to purchasing, redeeming or paying off any such securities; and
 - ii. The investing in such manner as they may from time to time determine.
 - iii. The Board of Directors will display in advance on the Club Notice Board the intention to expend Association funds on works or equipment over fifty thousand dollars (\$50,000).
3. The Board of Directors shall have power to grant any member "Leave of Absence" for any period, which it considers in its discretion to be reasonable in the circumstances. The fees payable by a member on "Leave of Absence" shall be determined by the Board of Directors.
4. The said Board of Directors may upon such terms and conditions as it deems proper, permit any member to alter membership from one of the classes hereinbefore set forth to any other of such classes.
5. **THE CHAIRMAN** of the Association shall be responsible for the orderly running of the affairs of the Association and shall do all things necessary to ensure that all officers, servants, agents and employees carry out the duties for which they were appointed and/or employed. At all meetings, the Chairman is entitled to a primary vote, together with a casting vote should voting equality require it.
6. **THE VICE CHAIRMAN** of the Association shall do all things required by these presents and in the absence of the Chairman, shall do all such things as are required to be done by the Chairman under these presents. Vice-Chairman to be appointed by the Board at its first Board Meeting.

7. THE FINANCE DIRECTOR shall ensure that the books of accounts of the Association are kept in a proper and businesslike manner and shall have the power to do all such things as are necessary to ensure that the said books and accounts are so kept.

8. THE MATCH DIRECTOR shall be Chairperson of the Match Sub-Committee and in association with and with the assistance of that Sub-committee, shall:

- a) Prepare the annual fixture book for consideration by the said Board of Directors;
- b) Control all competitions held by the Association
- c) Control all the handicapping of the members of the Association and such handicapping shall be carried out in accordance with the rules laid down by the Golf Australia.
- d) All questions regarding the handicapping must be submitted in writing to the said Board of Directors and shall be answered by the Match Director.
- e) The Match Director shall be Chairperson of the Pennant Teams Selection Sub-Committee, which said Sub-Committee shall be appointed by the said Board of Directors.

9. THE SECRETARY/MANAGER shall:

- i. be responsible for the administration, functioning and trading of the Bar in all aspects;
- ii. supervise all facets of Bar Staff conditions and functions;
- iii. be the sole contact between the Bar Staff and the Board of Directors;
- iv. have the authority to call upon the House Committee for assistance when in the Secretary/managers opinion, such assistance is necessary;
- v. be sole contact between the Caterers and the Board of Directors.

14.(10) Detailed list of Directors and Secretary/Managers duties and responsibility areas are to be shown separately in the Clubs By-Laws.

15. MEETINGS OF THE BOARD OF DIRECTORS

- 1) The Board of Directors shall meet at least once every Calendar Month to exercise its functions.
- 2) A Special meeting of the Board of Directors shall be convened by the Secretary/ Manager on the requisition in writing signed by not less than one-third of the members of the Board of Directors, which requisition shall clearly state the

- reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 3) At every meeting, four members must be present to constitute a quorum.
 - 4) Subject as previously provided in this rule, the Board of Directors may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and, in the case of equality of votes, (including the Chairman's casting vote) the question shall be deemed to be decided in the negative.
 - 5) A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the Association in which the member has a pecuniary interest, or any matter arising thereout, and if such member does so vote, the vote shall not be counted.
 - 6) Not less than seven days notice shall be given by the Secretary/Manager to members of the Board of Directors of any special meeting of the Board of Directors. Such notice shall clearly state the nature of the business to be discussed thereat.
 - 7) The Chairman shall preside as Chairperson at every meeting of the Board of Directors, or if there is no Chairman, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Vice Chairman shall be Chairperson or if the Vice Chairman is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
 - 8) If within half an hour of the time appointed for the commencement of a Board of Directors meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half and hour from the time appointed for the meeting, the meeting shall lapse.
16.
 1. The Board of Directors may delegate any of its powers to a Sub-Committee consisting of such members of the Association as the Board of Directors thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.
 2. Subject to the provisions of **Clause 43** a Sub-Committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time

appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

3. A Sub-Committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

17. All acts done by the meeting of the Board of Directors or of a Sub-Committee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as foresaid or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.

18. A resolution in writing signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more members of the Board of Directors.

19. SUB-COMMITTEES

1. The Board of Directors may appoint or cause to be elected standing and temporary Sub-Committees, and will cause to be elected a Special Sub-Committee to assist in the administration and functioning of the Association. **Such Sub-Committees will be of three categories:**

- a) Standing Sub-Committees to last for the current golf year (subject to provisions of Clause 19 (6).
- b) Temporary Sub-Committees to last until completion of special duties for which they are formed (subject to provisions of Clause 19 (6).
- c) Special Sub-Committees to last for the current golf year (subject to provisions of Clause 19 (6).

2. DUTIES

The General Duties of Standing and Special Sub-Committees are outlined in Clause 19 (7), but general duties of Temporary Sub-Committees shall be delineated by the Board of Directors at the time of formation. Further particular duties of any Sub-Committee may be imposed as the Board of Directors sees fit.

3. OFFICERS

It is mandatory for every Sub-Committee to have a Chairperson (see also provisions of 16 (1)), but any Sub-Committee may elect other officers to assist in its functions - subject to the approval of the Board of Directors.

4. REPORT

Every Sub-Committee, whether Standing or Temporary, shall report to the Board of Directors at the monthly meeting or at such other time or times the Board of Directors may direct.

5. FINANCE

The Board of Directors, at its discretion, may give a Sub-Committee the right to handle financial affairs pertaining to its duties provided that:

- a) a person, approved by the Board of Directors, is appointed to handle books of accounts;
- b) the running of the financial affairs so named above is under strict supervision of Club Finance Director and Club Secretary/manager,
- c) a financial report shall be given with report mentioned in Clause 4 above.

6. DISSOLUTION

The Board of Directors may, at its discretion, dissolve any Sub-Committee if the said Board of Directors is of the opinion that such action is in the best interest of the Club. The dissolved Sub-Committee has the right of appeal against such a decision to a special meeting of the Board of Directors called for that purpose.

7. STANDING COMMITTEE'S

A) MATCH SUB-COMMITTEE

The Club Match Director must be the Chairperson of the Match Sub-Committee. Control of all matters pertaining to the control of Competitions, making and administration of local rules.

B) HOUSE SUB-COMMITTEE

The control of all matters pertaining to the housekeeping of the clubhouse and surrounds. Responsibility for the dress, deportment and behaviour of all persons within the clubhouse or its immediate environs. Very close liaison with the Secretary/Manager to assist with Bar matters when required.

C) GREENS SUB-COMMITTEE

The Greens Director shall be the Chairperson of the Greens Sub-Committee. Control of all matters pertaining to the upkeep and development of the Course. The Greens Director shall be the sole contact between the Greens Staff, this Sub-Committee and the Board of Directors.

D) JUNIOR CLUB SUB-COMMITTEE

The Board of Directors shall appoint a Junior Convenor who will be the Chairperson of this Sub-Committee. To act with Club Professional in training and assisting Juniors. To train Juniors in Course Etiquette and Golf procedures. To act as "pater familias" to the Juniors, rendering such advice and assistance as may be necessary.

E) SOCIAL SUB-COMMITTEE

(Promotions/Publicity) To look after all Social Activities. To initiate ways and means of improving and maintaining the Social atmosphere as it affects Club members.

F) FINANCE SUB-COMMITTEE

The Club Finance Director shall be the Chairperson of the Finance Sub-Committee. To consider and make recommendations on:

- a) club receipts and expenditure:
- b) formalising and outlining financial policy, both present and future;
- c) giving advice on the financing of projected works.

G) LADY MEMBERS

Ladies sub-committee for liaison with the Board of Directors and with the Match Director on all matters pertaining to golf.

The Committee shall include a Chairperson, Vice Chairperson, Captain, Vice-Captain, Secretary, Finance Director, Handicap Manager and such other members as are deemed necessary.

The Committee shall consist of financial members whose handicaps are under the control of Golf Australia GA. All Committee Members shall be elected annually.

H) SENIOR AND MASTER MEMBERS

Senior and Master Members

A senior and masters sub-committee for liaison with the Board of Directors and with the Match Director on all matters pertaining to golf.

The Committee shall include Chairperson, Vice-Chairperson, Captain, Vice-Captain, Secretary, Treasurer, Handicap Manager, and such other members as are deemed necessary.

The Committee shall consist of financial members whose handicaps are under the control of Golf Australia. All Committee members shall be elected annually

20. ASSOCIATION PROFESSIONAL

- 1) The said Board of Directors may retain a proper and qualified person to act as the Association Professional, and that person shall be a member of the Professional Golfers Association.
- 2) The said Professional shall have the right to manufacture, repair, maintain and sell all manner and kinds of equipment used in the playing of the sport of golf.
- 3) The said Professional may make the said Board of Directors such recommendations as may be considered necessary so that the amenities of the area of the Association used for the playing of the sport of golf may be improved for the benefit of Members.
- 4) The said Professional shall lend such assistance to the Match and or Course Sub-Committees as those Sub-Committees may request.

21. ANNUAL AND SPECIAL GENERAL MEETINGS

The first general meeting shall be held at such time, not being less than one month or more than two months after the incorporation of the Association and at such place as the Board of Directors may determine.

22. (1) The Annual General Meeting shall be held within three months of the close of the financial year.

22 (2) The business to be transacted at every Annual General Meeting shall be:

- i. Confirmation of the Minutes of the previous Annual General Meeting
- ii. The receiving, consideration and adoption of the Annual Report of the said Board of Directors
- iii. Statement of Accounts for the preceding year and the Auditors report thereon
- iv. The election of members of the Board of Directors
- v. The appointment of an Auditor
- vi. Such other business as may be brought before the meeting, with the required twenty-one (21) day's notice in writing.

23. The Secretary/Manager shall convene a Special General Meeting within 28 days
- a. when directed to do so by the Board of Directors; or
 - b. on the requisition in writing signed by not less than the number of members on the Board of Directors multiplied by five, plus one. Such requisitions shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
 - b) A Notice of Motion referred to in Rule 28 (2) shall be lodged with the Secretary/Manager at least twenty-one days (21) before the date of any Annual General Meeting or Special General Meeting by 5.00 p.m. on the twenty-first day.
 - c) on being given notice in writing of an intention to appeal against the decision of the Board of Directors to reject an application for Membership or to terminate the Membership of any person.

24.1 At A General Meeting or Special General Meeting the number of members equal to double the number of the Association presently on the Board of Directors plus one form a quorum.

.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule, "Member" includes a person attending who represents a corporation which is a member.

.3 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meetings, if convened upon the requisition of members of the Board of Directors or the Association, shall lapse. In any other case it shall stand, adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an Original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. (1) The Secretary/Manager shall convene all General Meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.

(2) The manner by which such notice shall be given shall be determined by the Board of Directors: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of membership by the Board of Directors, shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

(3) The non-receipt of notice by or the accidental omission to give any such notice to any of the members of the Association shall not invalidate the proceedings at any such meeting.

26. Unless otherwise provided by these Rules, at every General Meeting:

(1) The Chairman shall preside as Chairperson, or if there is no Chairman present within fifteen minutes after the time appointed for the holding of the meeting or the Chairman is unwilling to act, the Vice Chairman shall be the Chairperson or if the Vice Chairman is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting.

(2) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

(3) Every question, matter or resolution shall be decided by a majority of votes of the members present.

(4) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: provided that no member shall be entitled to vote at any General Meeting if that member's annual subscription is more than one month in arrears at the date of the meeting.

(5) Voting shall be by show of hand or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot in such manner as shall be determined and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

(6) (a) The Secretary/Manager shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Board of Directors Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary/manager for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Directors Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board of Directors Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting;

(6) (b) Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

27. BY-LAWS

The Board of Directors may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, or with the provisions of Sections 115 and 120 (1) of the Liquor Act 1912-1982 for the internal management of the Association and any by-law may be set aside by a Special General Meeting of Members.

28. ALTERATION OF RULES

- 1) Subject to the provisions of the Associations Incorporation Act 1981 and the Liquor Act 1912-1982, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any Annual General Meeting or Special General Meeting:
- 2) Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane, and the Licensing Commission, Brisbane.
- 3) A notice of motion to amend, rescind or add to these Rules shall be in writing and proposed by a member of Caboolture Golf Club Inc. and seconded by a member of Caboolture Golf Club Inc.
- 4) A notice of motion referred to in Rule 28 (2) Shall be lodged with the Secretary/Manager at least twenty-one (21) days before the date of any Annual General Meeting or Special General Meeting by 5.00 PM on the twenty-first (21)day.

29. COMMON SEAL

The Board of Directors shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board of Directors and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be counter signed by the Secretary/Manager or by a second member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

30. FUNDS AND ACCOUNTS

- 1) The funds of the Association shall be banked in the name of the association in such bank as the Board of Directors may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained either in written or printed form in the English Language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 3) All moneys shall be banked as soon as practicable after receipt thereof.
- 4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the Chairman, Secretary/Manager, Finance Director or other member authorised from time to time by the Board of Directors.
- 5) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 6) the Board of Directors shall determine the amount of petty cash which shall be kept on the imprest system.
- 7) All expenditure shall be approved or ratified at a Board of Directors Meeting.
- 8) As soon as practicable after the end of each financial year the Finance Director shall cause to be prepared a statement containing particulars of
 - i. the income and expenditure for the financial year just ended; and
 - ii. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 9) All such statements shall be examined by the Auditor who shall present the report upon such audit to the Secretary/Manager prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper rent for premises demised or let to the Association.

31. DOCUMENTS

The Board of Directors shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

32. PATRON

The members at any Annual General Meeting or Special Meeting may, upon the recommendation of the Board of Directors, appoint a Patron.

33. FINANCIAL YEAR

The financial year of the Association shall close on the thirtieth (30) day of September in each year.

34. PROHIBITIONS

- 1) The Association may hold a Golf Club License under the provision of the Liquor Act 1912-1982 and all and any amendments thereunder.
- 2) Pursuant to Section 120 (1) (1) of the Liquor Act 1912-1982 no liquor shall be sold or supplied to any person under eighteen (18) years of age.
- 3) Notwithstanding any other rules there shall be no sales or purchase of any land without a resolution made at a Special or General Meeting called for this purpose.

35. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the Association Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given and transferred to some other institution, or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 30 (10) or such institution or institutions to be determined by the members of the Association and meeting the requirements of Section 78(1) (a) of the Income Tax Assessment Act. In furtherance of the objects of the Association to amalgamate with any one or more incorporated organisations having objects similar to those of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon this Association.