



CABOOLTURE

Golf Club

- THE CLUB THAT'S WORTH GOING OUT OF YOUR WAY FOR -

EXPLANATORY NOTES - PROPOSED NEW CONSTITUTION OF CABOOLTURE GOLF CLUB

At the 2019 Annual General Meeting of club members it was decided to undertake a review and rewrite of the Club's Constitution.

The following document will outline the reasoning, processes and resulting production of the document for consultation.

BACKGROUND

The Caboolture Golf Club's operations are currently guided by its current Constitution, the Club's ByLaws (reviewed 2019), the Board of Directors' Role Statements and various legislations.

Operational changes have occurred over time in keeping with changes to financial practices, governance practices as well as legislative changes.

The current Board was charged with the task to review the current governance documents in the light of those changes at the 2019 AGM.

Themes covered whilst considering these documents, included, but were not limited to the following:

- Increase the ease of obtaining finance and insurance whilst complying with the changing requirements of financial institutions and legislation.
- Increasing the ability of the Club to obtain grants and funding and to make capital improvements and improve facilities;
- Increase the Club's compliance with current and up to date "best practice" governance;
- Ensure compliance with applicable Acts.
- Improve the clarity of wording in a manner that makes the club's governance documents easier to understand and follow.
- Increase the ability of the Board and its sub-committees to obtain wider input, as well as, timely and specialist advice.
- Improving the club's decision-making capacity through the use of modern communication methods and technologies.
- Be able to set realistic limits on capital and operational expenditure by any future Boards.
- Changing the processes for elections to the Club Board
- Changing the process of Membership application.
- Changing the Board of Directors' election model to one of partial elections occurring in alternate years

To that end the following processes occurred.

PROCESSES

- The Board of Directors approached Mr Kelvin Patch (current CEO of Caboolture Sports Club) to form and chair a Constitution Review Committee.
- Members that formed the Constitution Review Committee under Chairman Kelvin Patch are: Kelvin Patch (current member and CEO of Caboolture Sports Club), Frank McDonnell (current Chairman), Paul Book (current Green's Director and Vice Chairman), Greg Russ (Finance Director) and Peter Walsh (club member who proposed the review at the 2019 AGM).
- The Constitution Review Committee (CRC), considered along with the Club's current constitution, a number of model constitutions from Golf Queensland, other golf clubs as well as other sporting organizations.
- Over a number of meetings, the CRC worked through the various sections of the Club's current constitution with a view to amend, delete and/or add to this document sections / paragraphs etc that reflected current best practice (as informed by the various reference documents), 'common sense' principles of quality governance and both current and future legislative requirements.
- The CAG subsequently developed a DRAFT Constitution document.
- This was then forwarded to Golf Queensland's recommended sports governance and community development consultants, the CPR Group based on the Sunshine Coast for review and recommendations.
- In consultation with the CPR Group, the DRAFT document was then amended according to those recommendations and prepared for membership consultation.
- A summary of the Key Changes was developed to assist the membership in understanding these modifications.

KEY CHANGE ELEMENTS

AREA	THE CHANGES	WHY
Use of By Laws	<p>Much of the operational aspects of running the club are currently contained in the constitution.</p> <p>Many of these will be moved to the ByLaws, which will be able to flex as circumstances change.</p>	<p>Changing the constitution is difficult as it requires a vote at a General Meeting.</p> <p>Instead, the Board will have the authority to modify the operational aspects of running the Club as circumstances demand.</p> <p>The right to contest the By-laws via a call from a quorum of members is retained to ensure Board power is not misused.</p>
Membership Classes	<p>Change Membership classes in constitution to:</p> <ul style="list-style-type: none"> • Ordinary and Multiple Year Ordinary • Restricted • Junior and • Life 	<p>Membership classes were defined in the constitution and therefore are difficult to change.</p> <p>Moving the Sub-Classes to the Bylaws allows the Board to alter as demand changes.</p>
Membership Application	<p>Membership Applications will not require a 'Seconder'.</p>	<p>The Board's determination of membership suitability negates this requirement.</p>
Member Conduct	<p>Rules governing the conduct of members and a defined method for the disciplinary process have been included.</p>	<p>Disciplinary processes are aligned with natural justice principles.</p>
Board of Directors Tenure and Appointment	<ul style="list-style-type: none"> • The term of each director will now be 2 years wherein they will be required to face re-election. • Elections will be held yearly with the President and 2 directors elected in Year One. In Year Two, the remaining 3 directors will be elected. • Should more than 1 nomination be received for a position, the Board will decide on the election procedures. 	<p>Only 50% of the Club Board changes in any year. This will improve continuity and consistency of the Club's governance.</p> <p>Remove the current costly (time and money) process of the current election process.</p>
Membership Fees	<p>The Board of Directors will be responsible for the setting of Membership fees via the By-Laws</p>	<p>Under the conditions of the Associations Incorporation Act 1981, the members of the Board are personally accountable for the financial wellbeing of the Club. The Board must have the authority to make decisions to maintain the financial viability of the Club.</p> <p>Again, a quorum of members will still have a right to call for review.</p>

AREA	THE CHANGES	WHY
Financial Practices	Financial procedures amended to reflect current banking practices e.g. electronic transactions as an example. Updating of the financial limits to reflect current value. Limits to be changed: <ul style="list-style-type: none"> • Board authority limit to \$100,000 	Current Constitution limited transactions to cheque and cash The limits in the Constitution were set many years ago. The time / value of money changes with inflation.
Capital and Operational Spending	The amount of \$250,000 will permit works to be conducted that may be a necessary expense for the operation of the business. The Board will be required to notify members of their intent to spend above that limit.	This limit was decided due to the value of money decreasing over time.
Sub Committee formation	Non-Club members will be permitted to be invited onto Sub-Committees	In the event of a particular matter being raised where an industry specialist would be beneficial, e.g. a town planner, civil engineers, finance advisers, etc., This will permit timely advice when opportunities are available to the Club;

MOTION ON NOTICE AT AGM

It is important to understand that the resolution to be put before members, will be to resolve to accept the attached Constitution *as a whole*.

The document has been considered, prepared and reviewed by club members through every stage of its creation.

Changes made to the current documents have been made considering the general consensus of members' opinions.

The review was conducted in consultation with Golf Queensland's recommended sports governance and community development consultants, the CPR Group to ensure compliance with the Associations Incorporation Act 1981 (and Additions and Amendments) as well as with best practice processes for sporting clubs.

Kelvin Patch

Constitution Review Committee Chairman