



Mannum Golf Club Incorporated Constitution

1. NAME

The name of the incorporated association is "Mannum Golf Club Incorporated" referred to herein as "the Club".

2. DEFINITIONS

"Act" means the Associations Incorporation Act 1985.

"Constitution" means this Constitution of the Club.

"Committee" means the Committee of Management of the Club elected in accordance with this Constitution.

"Officers" means the designated positions within the Club as specified in this Constitution.

"General Meeting" means any meeting of the members of the Club convened in accordance with this Constitution.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks, signs, logos, designs, equipment including computer software, images, photographs, videos, films or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

"Member" means any person becoming a Member of the Club under the provisions of Law 5 of this Constitution.

"Financial Year" means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

"Rules of Golf" means the Rules of Golf as approved by R&A Rules Limited and USGA.

"Seal" means the Common Seal of the Club.

"Ordinary Resolution" is a resolution passed by simple majority at a General Meeting

"Special Resolution" requires the passing of a motion by at least a three-quarters majority of the members present and entitled to vote at a General Meeting convened in accordance with this Constitution.

"Regulation" means a rule or policy made by the Committee under this Constitution.

3.1 OBJECT OF THE CLUB

The Objects of the Club are to:

- (a) encourage, promote and advance golf in the region;
- (b) provide members and guests with regular competitions as deemed appropriate by the Committee of Management;
- (c) affiliate with Golf SA (and Golf Australia by virtue of this) and the Murraylands Golf Group
- (d) maintain and enhance the reputation of golf and the standards of play and behaviour of Members;
and
- (e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3.2 POWERS OF THE CLUB

For the purpose of attaining its Object, the Club may, subject to the Act and this Constitution,

- (a) acquire, hold, deal with and disperse of any real, personal or intellectual property;
- (b) administer any property or trust;
- (c) open and operate accounts with Authorised Deposit-taking Institutions;
- (d) invest its money in any security in which trust moneys may, by Act of Parliament, be invested;
- (e) borrow money upon such terms and conditions as the Club thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (g) appoint agents to transact any business of the Club on its behalf;
- (h) effect affiliations with Golf SA being the body representing amateur golf in South Australia and affiliate with any other organization which, in the opinion of the Committee, may be of benefit to the Club; and
- (i) do all such other lawful things as are incidental or conducive to the attainment of the Object of the Club.
- (j) make donations to charitable or community purposes.

4 MEMBERSHIP

4.1 ELECTION OF MEMBER

- (a) Each application for membership of the Club shall be on a form approved and provided by the Committee and shall contain type of membership being applied for, full particulars of the name, address and contact details of the applicant and any other relevant information specified by the Committee.
- (b) To be elected, the applicant must receive at least a majority of affirmative votes from the members of the Committee.
- (c) The Committee may accept or reject an application for membership and shall not be required to provide a reason for any rejection.
- (d) The Committee shall notify the applicant of its decision and advise the successful applicant of the subscription and any other fees payable.
- (e) Membership shall commence on the receipt by the Club of all moneys payable by the new member.

4.2 CATEGORIES OF MEMBERSHIP

(a) Full Membership

Any person over the age of eighteen (18) years may be elected to Full Membership in accordance with this Constitution with full playing rights but subject to conditions as the Committee may from time to time apply.

(b) Regional Membership

Any person over the age of eighteen (18) years and residing outside a twenty-five (25) kilometre radius from the Mannum Post Office may be elected to Regional Membership with full playing rights but subject to conditions as the Committee may from time to time apply.

(c) Restricted Membership

Any person over the age of eighteen (18) years may be elected to Restricted Membership (with full playing rights restricted from Sunday to Fridays). Restricted members shall be subject to other conditions as the Committee may from time to time apply.

(d) Guest Membership

The Committee may assign Guest Membership to any person participating in any event conducted by the Club. Members of Reciprocal Clubs shall be afforded the privileges of Guest Membership together with the same playing rights as permitted by their home Club. Guest membership is subject to the terms and conditions determined by the Committee.

(e) Junior Membership

Any person under the age of eighteen (18) years as at the first day of January in any year may be elected to Junior Membership with full playing rights but subject to conditions as the Committee may from time to time apply.

(f) Student Membership

Any bona fide full-time student under the age of twenty-five (25) years as at the first of July in any year may be elected to Student Membership with full playing rights but subject to conditions as the Committee may from time to time apply.

(g) Life Membership

The Committee may propose Life Membership for any Member whom it deems to have given outstanding service to the Club. Any Member may nominate, in writing to the Committee, any other Member for consideration for Life Membership. The submission must include a written report outlining the history of services of the Nominee. The Committee shall decide if such nominated Member is eligible for Life Membership and shall advise the nominating Member of its decision. Elections for Life membership shall require a Special Resolution at the next Annual General Meeting of the Club. Voting by poll shall be necessary for such Election. A Life Member shall not be required to pay any subscription and have conferred on him/her all the privileges of a Full member. There shall be no more than six Life Members at any one time.

(h) Social Membership

Any person over the age of eighteen (18) years may be elected to Social Membership without playing rights but privileges may be permitted for special events at the discretion of the Committee.

4.3 REGISTER OF MEMBERS

The Committee shall ensure a Register of Members is kept in accordance with the Act. It is the responsibility of each Member of the Club to advise any change of contact address as any communication sent to the last advised address shall be deemed to have been duly delivered.

4.4 SUBSCRIPTIONS

- (a) Annual subscriptions, which shall include any affiliation fees payable by individual Members, shall be fixed at each Annual General Meeting.
- (b) Annual subscriptions are payable in advance on the first day of July in each year.
- (c) A member elected after the first of July in each year shall pay such proportion of the current subscription for that year as determined by the Committee.
- (d) An un-financial Member shall not be permitted to use any facilities of the Club until arrears have been paid.

4.5 OBLIGATION OF MEMBERS

Each Member must:

- (a) Treat staff, contractors and representatives of the Club with respect and courtesy at all times.
- (b) Maintain and enhance the standards, quality and reputation of both the Club and the Sport.
- (c) Not act in a manner unbecoming or prejudicial to the interests or reputation of the Club or Sport.

4.6 RESIGNATION

- (a) A Member may resign from membership of the Club by giving fourteen (14) days written notice to the Club. Such Member is liable for any moneys in arrears which may be recoverable as a debt due to the Club.
- (b) The membership fee that applies to a member is for a full financial year, paid in advance, and is not redeemable in part or full should the member resign during that time prior to the start of the next membership year.

4.7 EXPULSION

- (a) The Committee may expel a Member from membership of the Club if, in the considered opinion of the Committee, such Member has significantly breached any of its obligations under the Constitution or its Regulations.
- (b) The Committee may act in its own right or appoint a Judicial Committee to hear and determine an allegation of a breach of the Laws of this Constitution by a Member. The Committee may rely on the findings and the recommendations of such Judicial Committee.
- (c) The Committee shall ensure that the Laws of Natural Justice are afforded to the Member in question.

5 OFFICERS

5.1 The Officers of the Club shall be the President, Vice- President, Secretary, Treasurer, Men's Captain, Men's Vice Captain, Women's Captain and Women's Vice-Captain.

5.2 (a) **President** - The President shall preside over all General Meetings of the Club and meetings of the Committee and perform such duties as may be reasonably requested by the Committee. In the

absence of the President and the Vice-President, the Committee shall elect one of its members to act as the Presiding Officer pro tem.

(b) **Secretary** - Subject to any other directives by the Committee, the Secretary shall be responsible for:

- (1) the convening of all Meetings held in accordance with the provisions of this Constitution including the proper conveyance of Notice of Meetings;
- (2) the preparation of the agenda for each Meeting which shall include details of items of business to be dealt with. Agendas shall be circulated with the relevant Notices of Meetings;
- (3) the complete and accurate recording of the Minutes of each Meeting of the Club and its Committee; and
- (4) the collation of correspondence.

(d) **Treasurer** - The Treasurer shall keep and retain accounting records as are necessary to correctly record and explain the financial transactions and the financial position of the Club in accordance with the Act. The Club's financial year shall end on the thirtieth day of June in each year and the Treasurer shall cause the Annual Financial Statements to be prepared using the accrual basis of accounting and in accordance with the requirements of the Act.

(e) **Club Captains**

- (1) The Captains shall be responsible for the orderly conduct and collation of results of respective Competitions.
- (2) Consistent with the 'Extreme Weather Guidelines' issued by Golf SA and/or Regulation made by the Committee under this Constitution, the relevant Captain will determine whether play may continue, be suspended or be cancelled.
- (3) In the event of a Captain and Vice-Captain not being available, such Captain may delegate the duties and responsibilities to another Member.

6. COMMITTEE OF MANAGEMENT

(1) The Committee shall comprise of the Officers and four other Members, two (2) female and two (2) male, all of whom shall be elected at each Annual General meeting in accordance with this Constitution.

Newly elected Members of the Committee shall commence their term of Office at the conclusion of the Annual General Meeting at which they were elected.

The Committee may fill any casual vacancy.

A quorum for a Committee of Management meeting shall be one half of the members of the committee.

(2) The Committee shall conduct the affairs of the Club in accordance with this Constitution and any legislation with which the Club must comply.

(3) The Committee shall meet as often as it deems necessary in order to promptly and competently conduct the affairs of the Club.

(4) Decisions and Resolutions made by the Committee shall require at least a majority of affirmative votes from Committee Members. At any of its Meetings, the Committee may allow any non-attending

Member to debate and vote on any item on the agenda by any audible electronic means. The Presiding Officer at any Meeting in addition to their own vote shall have a casting vote.

(5) At its first Meeting after each Annual General Meeting, the Committee may select and invite two citizens, one male and one female, to become Patrons of the Club. On acceptance of this role the Patrons shall hold office for the ensuing calendar year.

(6) The Committee shall implement internal controls over all financial transactions of the Club.

(7) The Committee shall adjudicate on matters concerning conflicts of interest.

(8) The Committee has the power to disaffiliate the Club from any organisation which, in its opinion, is detrimental to the Object of the Club or is not functioning to benefit the Club.

(9) The Committee may effect Regulations which are advantageous to the Club, its facilities or its Members. Any Regulation made under the Constitution shall come into force and have the full authority of the Constitution on being posted to the Notice Board of the Clubhouse. Such Regulations shall not be inconsistent with this Constitution nor with the Rules of Golf.

(10) The Committee shall recommend annual membership subscriptions to each Annual General Meeting.

(11) The committee has the power to create Sub-Committees for specific roles and the membership of these may come from the Committee of Management, co-opted from the general membership and/or from a subject expert from the broader community.

(12) The Committee shall present a concise written report on its deliberations and significant activities of the Club at each Annual General Meeting.

(13) The Committee shall confirm the Minutes of any General Meeting of the Club except the Minutes of Annual General Meetings.

(14) The Committee shall appoint a Public Officer as required under the Act.

(15) The office of a Committee member will become vacant if:

- a. Disqualified from being a Committee Member under the Act
- b. Expelled as a member under the Rules
- c. Permanently incapacitated by ill health
- d. Absent without apology for more than four meetings in a financial year.

7. COMMON SEAL

The Seal of the Club shall only be affixed to any document on the minuted authorization of the Committee. The affixation shall be witnessed by two Members of the Committee at least one of whom shall be an Officer.

8. GENERAL MEETINGS

(a) Quorum

A quorum for any General Meeting of the Club shall be fifteen (15) Members.

(b) Annual General Meeting

(1) The Annual General Meeting of the Club shall be held no later than the thirty-first day of October in each year.

(2) Notice of the Meeting, the agenda and any other information deemed to be relevant by the Committee shall be sent to members at least fourteen (14) days prior to the date of the Meeting.

(3) The business of the Meeting shall be:

(a) to confirm the Minutes of the previous Annual General meeting;

(b) to receive the report of the Committee;

(c) to consider and if thought fit, adopt the Financial Statements for the last financial year together with the Auditor's report thereon;

(d) to appoint an Auditor for the upcoming financial year if a prescribed organisation as defined in the Act ;

(e) to fix the membership subscriptions for the ensuing financial year;

(f) to elect the Officers and other Members of the Committee. In the event of there being insufficient written nominations to fill all positions, nominations for such vacancies may be submitted from the floor; and

(g) to consider any other matter brought to the Meeting by the Committee.

(4) Candidates in excess of Vacancies:

If more Candidates are nominated than there are vacancies to be filled, the election shall be by poll at the Annual General Meeting, which shall be subject to the direction of the President so far as these rules do not provide and any decision of the President relating to the poll or the conduct thereof, including the interpretation of these rules, shall be final and conclusive.

Two or more scrutineers, who shall be members of the Club, shall be appointed by the President at some time previous to the poll. They shall conduct the poll, and shall certify to the President the names of the Members elected. The poll shall remain open during the pleasure of the President, and the required number of candidates receiving the greatest number of votes shall be elected.

A record of this shall be kept by the Secretary of the Club.

(c) Special General Meeting

(1) A Special General Meeting

(a) may be called at any time by the Committee, or

(b) shall be called on the written requisition given to the Club and signed by at least fifteen (15) Members

(2) The calling of such Meetings shall specify the business to be conducted

(3) Notice of a Special Meeting shall be sent to Members at least twenty one (21) days prior to the date of the Meeting

(d) Adjournment of Meeting If a quorum is not present within half an hour of the appointed time of a General Meeting the Meeting shall be adjourned until the same day of the next week and at the same time and place except if the meeting was convened on the requisition of Members, such Meeting shall lapse.

(e) Voting at General Meetings

- (1) With the exception of 'Social', 'Junior' and 'Guest' categories, Members in attendance shall be entitled to vote at the Meeting.
- (2) Voting for Officers and other Members of the Committee shall be by poll.
- (3) Unless otherwise determined by the Members in attendance at the Meeting other voting shall be by show of hands.
- (4) In the event of there being an equality of votes on a motion, such motion shall be declared lost.
- (5) If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question
- (6) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time prior to the closing of the meeting.
- (7) A member has no right to appoint a proxy for a General Meeting.

9. INDEMNITY

The Club shall indemnify its Officers, Members of Committee and employees from liability for activities undertaken in good faith on behalf of the Club.

10. WINDING UP

In accordance with the provisions of the Act:

- (1) The Club shall only be dissolved in the event of the Club being inactive over a period of two (2) calendar years, and in the event of a vote if not less than three-quarters (3/4) majority of the members are present at a Special General Meeting convened to consider such question. On dissolution the assets and funds of the Club, after satisfaction of all debts and liabilities, shall be disposed of by resolution of the Special General Meeting
- (2) It is not lawful to distribute among Members, former Members or associates of Members or former Members of the Club any surplus assets available for distribution at the completion of the winding up of the Club. Any such surplus shall be distributed to an Association, or Associations, which has a similar Object as the Club and a Constitution which also prohibits unlawful distributions.

11. ALTERATION OF CONSTITUTION

- (1) This Constitution shall only be altered, repealed or replaced by a Special Resolution at a specifically convened General Meeting and passed by a three-quarters (3/4) majority of financial members present.
- (2) Details of any proposed alteration to this Constitution shall be sent to Members with the Notice of Meeting at least twenty one (21) prior to meeting.