



# **PROSERPINE GOLF CLUB INC**

## **CONSTITUTION**

*"Providing an enjoyable, high quality, value-for-money  
golfing experience"*

# PROSERPINE GOLF CLUB INC

## CONSTITUTION

### NAME

1. The name of the incorporated association shall be "**PROSERPINE GOLF CLUB INCORPORATED**" in these rules called "the association".

### OBJECTS

2. The objects for which the association are established are:
  - (a) to promote the game of golf;
  - (b) to provide a golf course at or near the town of Proserpine in the state of Queensland;
  - (c) to make suitable regulations to enable its members to play golf on the Club's course;
  - (d) to provide facilities on the Club's course, Club rooms and other such conveniences;
  - (e) to encourage social life between members of the Club;
  - (f) to join the controlling authority of Golf in Queensland for the time being; and
  - (g) such other objectives as the Club in general meeting may from time to time determine.

### POWERS

3.
  - (1) The association has, in the exercise of its affairs, all the powers of an individual.
  - (2) The association may for example:
    - (a) enter into contracts;
    - (b) acquire, hold, deal with the disposal of property;
    - (c) make charges for services and facilities it supplies; and
    - (d) do other things necessary or convenient to be done in carrying out its affairs.
  - (3) The association may also issue secured and unsecured notes, debentures and debenture stock of the association.

### CLASS OF MEMBERSHIP

4.
  - (1) The membership shall consist of ordinary members, and any other of the following classes of members:
    - (a) Life Member;
    - (b) Ordinary Member;
    - (c) Country Member;
    - (d) Permanent Island Resident Member;

- (e) Junior Member;
  - (f) Social Member;
  - (g) Honorary Member; and
  - (h) Temporary Member.
- (2) The Board of Directors may also appoint honorary life members in recognition of special services rendered.
- (3) Ordinary Membership: Persons aged 18 years or more and not falling into any other category shall be an ordinary members. Life members and ordinary members shall be entitled to vote, hold office and take part in the management of the Club.
- (4) Country Membership: Any member of another Club who wishes to avail of the Country Membership of the Club may do so provided they pay the fee as set out by the Club. Country members would be ineligible to win "Honour Board" and Closed Championship events.
- (5) Permanent Island Resident Membership: Any person who is a permanent resident of the Whitsunday Islands may apply for this form of membership. Should the member cease to reside on the islands then they would be required to pay any difference in fees between this and the ordinary membership fees for the portion of the year remaining. Permanent Island Resident Members would be eligible to win "Honour Board" and Closed Championship events.
- (6) Junior Membership: Any person under the age of 18 years may be elected a junior member of the Club. Junior Members shall play, use the course, and clubhouse, at such times and conditions as the Board of Directors prescribes. Junior Members attaining the age of 18 years may apply to be transferred to ordinary membership, and upon such transfer shall pay the annual subscription as provided for in Rule 15.
- (7) Social Membership: Social Members are non playing members entitled to all of the ordinary privileges of the Club enjoyed by members except the privilege of playing on the course or voting and are subject to such fees and conditions as set out by the Board of Directors from time to time.
- (8) Honorary Membership:
- (a) The Board of Directors shall have the power to grant honorary membership, with or without payment of fees, to any person temporarily visiting Proserpine who is a member of a golf club affiliated the Queensland Golf Union or is a distinguished personage whom the Board desires to honour:
  - (b) Honorary membership shall not exceed three months and such honorary members must receive a card of honorary membership from the Secretary, and if not exempt from fees, pay such fees as set from time to time by the Board.
- (9) Temporary Membership: Any person normally residing more than 40 kms from the Proserpine Post Office, may upon nomination of any member be admitted as a temporary member for a period not exceeding three months in any financial year. Such temporary member shall be subject to the same conditions as set out in the

preceding sub-clause 4(8), and pay such fees as prescribed from time to time by the Board. The introducing member shall be responsible for all fees which shall be payable in advance.

- (10) Every applicant for any class of membership of the association shall be proposed by one member of the association and seconded by another member.
- (11) The application for membership shall be made in writing signed by the applicant and the applicant's proposed and seconder and shall be in such form as the Board of Directors from time to time prescribes.

## **MEMBERSHIP FEES**

5. (1) The membership fee for each class of membership shall be such sum as the members shall 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 a manner as the Board of Directors shall from time to time determine.

## **ADMISSION AND REJECTION OF MEMBERS**

6. (1) At the next meeting of the Board of Directors after the receipt of an application for any class of membership such application shall be considered by the Board, 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 Management present at the meeting at which such application is being considered shall be accepted as a member to the class of membership being applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (4) The Board of Directors shall have the power to limit from time to time the number of all classes of members.

## **TERMINATION OF MEMBERSHIP**

7. (1) A member may resign from the association at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member -
  - (a) is convicted of an indictable offence;
  - (b) fails to comply with any of the provisions of these rules;
  - (c) has membership fees in arrears for a period of 2 months; or

- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association the Board of Directors shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board of Directors resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

## **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 8. (1) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Board of directors.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene within 3 months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board of Directors or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application has been rejected, does not appeal against the decision of the Board of Directors within the time prescribed by these rules or so appeals and the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **REGISTER OF MEMBERS**

- 9. (1) The Board of Directors shall cause a register to be kept in which shall be entered the name and residential address of all persons admitted to membership of association and the dates of their admission.
- (2) Particulars shall also be entered in the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board 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 for such inspection.

## **BOARD OF DIRECTORS**

10. (1) The Board of Directors of the association shall consist of a president, a vice presidents, captain, vice-captain and three other directors, all of whom shall be members of the association.
- (2) At the annual general meeting of the association, all members of the Board of Directors for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Board of Directors shall take place in the following manner:
  - (a) any 2 members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the Board;
  - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Secretary at least 14 days before the annual general meeting at which the election is to take place;
  - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' name, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
  - (d) An alphabetical list of all candidates shall be provided to all members through email and the Club's website at least 7 days preceding the annual general meeting. Each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
  - (f) The provision at Section 47(1) of the Associations Incorporations Act 1981 does not apply, ie there will be no proxy voting.

## **REGISTRATION OR REMOVAL FROM OFFICE OF MEMBER OF THE BOARD OF DIRECTORS**

11. (1) Any member of the Board of Directors may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date. Any member of the Board of Directors may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.

- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

## **VACANCIES ON THE BOARD OF DIRECTORS**

12. (1) The Board of Directors shall have power at anytime to appoint any member of the association to fill any casual vacancy on the Board until the next annual general meeting.
- (2) The continuing members of the Board of Directors may act notwithstanding any casual vacancy on the Board, but if and so long as there is reduced below that fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing number of members may act for the purpose of increasing the numbers of members of the Board to that number or of summoning a general meeting of the association but for no other purpose.
- (3) Questions arising at any meeting of the continuing members should be determined by a majority of votes by the Board members present and in the case of an equality of votes the President shall have a record on casting vote.

## **FUNCTIONS OF THE BOARD OF DIRECTORS**

13. (1) Except as otherwise provided by these rules and subject to the resolutions of the members of the association carried at any general meeting the Board -
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) shall have the authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The Board may exercise all the powers of the association -
  - (a) To borrow, raise or secure the payment of money in such manner as the members of the association may think fit and secure that 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 association's from members property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) To borrow amounts and pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or to invest in such manner as the members of the association may from time to time determine. Not expend the sum in excess of \$150,000 (One Hundred

and Fifty Thousand Dollars) on any one project (excluding rollover of bank bills or similar cash deposits or investments or grants obtained for specific purposes) without prior approval of a majority 60% of full voting members present at a general meeting called specifically for the purpose of considering such expenditure;

- to
- (c) To invest in such manner as the members of the association may from time to time determine.
  - (3) For sub-section (2) (b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by -
    - (a) the financial institution for the association; or
    - (b) if there is more than one financial institution for the association - the financial institution nominated by the association.
  - (4) The Board shall be responsible for the control of all competitions and matches and its decisions on all points connected therewith shall be final. The rule of the game of golf as adopted from time to time by the Royal and Ancient Club of St Andrews shall be the rules of the Club except insofar as they are or may be modified by the body controlling for the time being the game of golf in Queensland or by By-Law and local rules of the Club.

## **MEETING OF THE BOARD OF DIRECTORS**

- 14. (1) The Board of Directors shall meet at least ten (10) times each financial year to exercise its functions. The Board shall at its first meeting after its election elect from amongst its members: a Chairperson of the Board and a Treasurer
- (2) The Board of Directors must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the Board of Directors.
- (4) A special meeting of the Board of Directors shall be convened by the Secretary on the requisition in writing signed by no less than one-third of the members of the Board of Directors, which requisition shall clearly state the reason why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of the Board of Directors a simple majority of the number equal to the number of members elected and/or appointed to the Board of Directors as at the close of the last general meeting of the members, shall constitute a quorum.
- (6) Subject as previously provided in this section, the Board of Directors may meet together and regulate its proceedings as it thinks fit.
- (7) 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, the question shall be deemed to be decided in the negative.
- (8) A member of the Board of Directors shall not vote on any contract or proposed contract with the association in which the member is interested, or any matter



arising thereout, and if the member does so vote the member's vote shall not be counted.

- (9) Not less than 14 days notice shall be given by the Secretary to the members of the Board of any special meeting of the Board.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The President shall preside as Chairperson at every meeting of the Board of Directors or if there is no President, or if any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, one of the vice-presidents shall be chairperson or they are not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- (12) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon requisition of members of the Board, shall lapse.
- (13) In any 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 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 meeting shall lapse.

## **DELEGATION OF POWERS OF THE BOARD OF DIRECTORS**

15. (1) The Board of Directors may delegate any of its powers to a subcommittee consisting of such members of the association as the Board sees fit. To carry out the various functions of the club with the exception that the decisions affecting the finances and or assets of the Club must be decided upon by a quorum of the Board of Directors. The Board shall at its first meeting after its election elect from among its members: a Chairman of the Board and a Treasurer.
- (2) Any subcommittee shall consist of at least three (3) members of the association with at least one being a current member of the Board of Directors who shall report to the Board of Directors on the activity of the subcommittee at each Board of Directors meeting. Any subcommittee so formed shall in the exercise of its powers so delegated conform to regulations that may be imposed on it by the Board.
- (3) A subcommittee may elect a Chairperson of its meetings.
- (4) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks fit.
- (6) Questions arising at any meeting shall be determined by a majority of the 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.

- (7) The Board of Directors will form a match committee with the Club Captain as its head to be the sole body to manage the game of golf controlling Men's, Ladies, Veterans and Junior events.

## **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION**

16. All acts done by any meeting of the Board of Directors or of a subcommittee 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 aforesaid, 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 to be a member of the Board of Directors.

## **RESOLUTIONS OF THE BOARD WITHOUT MEETING**

17. A resolution in writing signed by all members of the Board of Directors for the time being entitled to receive notice of 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 like form, each signed by one or more members of the Board of Directors.

## **ANNUAL GENERAL MEETING**

18. The annual general meeting must be held:-
  - (a) at least once each year; and
  - (b) within 3 months after the end of the associations' previous financial year.

## **BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

19. The following business must be transacted at every annual meeting:-
  - (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
  - (b) the appointment of an auditor;
  - (c) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
  - (d) the presentation of the audited statement to the meeting for adoption; and
  - (e) the election of the members of the Board of Directors.

## **SPECIAL GENERAL MEETING**

20. The Secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-
- (a) being directed to do so by the Board of Directors;
  - (b) being given a requisition in writing signed by not less than one-third of the members presently on the Board of Directors or not less than that number of ordinary members; or
  - (c) the association which equals the number of members presently on the Board of Directors plus one

## **QUORUM AT GENERAL MEETING**

21. (1) At any general meeting the members required to constitute a quorum shall be double the number of members presently on the Board of Directors plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of the members is present at the time when the meeting proceeds to business.
- (3) If within half an hour from the time appointed for the commencement of the general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors or the association, shall lapse.
- (4) In any case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Board 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 meeting shall lapse.
- (5) 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.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of a general meeting.
- (7) 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.

## **NOTICE OF GENERAL MEETING**

22. (1) The Secretary 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.
- (3) However, notice of any general meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his or her membership by the Board of Directors, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of business to be discussed thereat.

## **PROCEDURE AT GENERAL MEETING**

23. (1) Unless otherwise provided by these rules, at every general meeting:-
  - (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act , one of the vice-presidents shall be the chairperson or if they are not present or unwilling to act then the members present shall elect one of their number to be chairperson of the meeting;
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - (c) every question, matter or resolution shall be decided by a majority of votes of the members present;
  - (d) 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;
  - (e) no member shall be entitled to vote at any meeting if the member's annual subscription is more than one month in arrears at the date of the meeting;
  - (f) voting shall be by a show of hands 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;
  - (g) the chairperson shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine and the results of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.;
  - (h) the Secretary 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 for that inspection.
- (2) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy.

- (3) 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 or annual general meeting.

## **BY-LAWS**

24. The Board of Directors may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

## **ALTERATION OF RULES**

25. (1) Subject to the provisions of the *Associations Incorporations Act 1981*, in the rules called the "Act" these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the Chief Executive.

## **COMMON SEAL**

26. (1) The Board of Directors shall provide for a common seal and for its safe custody.
- (2) 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 or by a second member of the Board of Directors or by some other person appointed by the Board for the purpose.

## **FUNDS AND ACCOUNTS**

27. (1) the funds of the association must be kept in the name of the association in a financial institution decided by the Board of Directors.
- (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 like nature.
- (3) All monies shall be deposited as soon practicable after receipt thereof.
- (4) All amounts of \$100.00 or over shall be paid by cheque signed by any two of the President, Secretary Treasurer, current manager of the Club or other member authorised from time to time by the Board of Directors or by electronic transfer or any other recognised method of payment other than cash.

- (5) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment 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 meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:-
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all the mortgages, charges and securities affecting the property of the association at the close of that year.
- (9) The auditor must examine the statement prepared under subsection (8) and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the association must be used solely in promoting the associations' objectives and exercising the associations' powers.

## **DOCUMENTS**

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

## **FINANCIAL YEAR**

29. The financial year of the association shall close on 30th day of September in each year.

## **DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

30.
  - (1) This section applies if the association is wound up under Part 10 of the Act and there are surplus assets.
  - (2) The surplus assets must not be distributed among the members but must be given to another entity:-
    - (a) that has objects similar to the association's objects; and
    - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
  - (3) In this section "surplus assets" has the same meaning given by Section 92(3) of the Act.