



Constitution Document

Victor Harbor Golf Club

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Victor Harbor Golf Club Incorporated

Constitution

As Amended at the Annual General Meeting
10 December 2024



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Victor Harbor Golf Club Inc.

CONSTITUTION

1. NAME

The name of the Club shall be “Victor Harbor Golf Club Inc.”, (the “Club”).

2. PRELIMINARY

- 2.1. This Constitution replaces all previous Constitutions of the Club but does not affect anything lawfully done or commenced to be done under any previous Constitution.
- 2.2. A printed copy of this Constitution and all current By-Laws shall be available at the registered office of the Club for issue to Members.
- 2.3. The Club is an Association incorporated under the Associations Incorporations Act, 1985 (“the Act”).
- 2.4. This Constitution and By-Laws made pursuant to this Constitution bind the Club and all Members of the Club.

3. DEFINITIONS

- 3.1. In this Constitution unless the contrary intention appears.
 - 3.1.1. “Commission” means the Corporate Affairs Commission.
 - 3.1.2. “Committee” means the Committee of Management.
 - 3.1.3. “Office Bearers” means the President, Vice President and Club Captain.
 - 3.1.4. “Member” means a Member of the Club.
 - 3.1.5. “The Act” means the Associations Incorporation Act 1985 (as amended).
 - 3.1.6. “The Regulations” means the Associations Incorporation Regulations 2023 (as amended).
 - 3.1.7. “Special Resolution” means a resolution requiring a majority of at least 75% of those voting.

4. OBJECTS OF THE CLUB

The objects of the Club are to:-

- 4.1. provide facilities for Members for the purpose of playing competition and social golf;
- 4.2. promote good fellowship, recreation, social activities and comfort of its Members and guests;
- 4.3. do all things which the Committee may think necessary or desirable to promote the game of golf and any other current or future activities that assist with maintaining and developing the Club.



5. MEMBERSHIP

5.1. Categories of Membership

- 5.1.1. Membership of the Club shall be divided into such categories as the Committee may from time to time determine.
- 5.1.2. Each category of Membership shall be subject to such rights and obligations as the Committee may from time to time determine provided that only Life Members, 7 Day Members, 6 Day Members, 5 Day Members, Veteran Members, 9 Hole Members and City Members shall be entitled to vote at General Meetings.

5.2. Admission of Members

- 5.2.1. A person may apply to join one category of membership of the Club on the application prescribed by the Committee and the application must be proposed by one Member and seconded by another Member. Both the proposer and seconder must be Members entitled to vote at a General Meeting.
- 5.2.2. The Club Manager shall post on the notice board in the Clubhouse the names and addresses of applicants and their nominated membership category, at least fourteen (14) days prior to the submission to the Committee. Any Member of the Club may object to the election of the proposed Member by written notice to the Committee setting out full reasons of such objection and this must be received prior to consideration of the application.
- 5.2.3. The election of applicants shall be by way of majority vote or ballot at any Committee meeting.
- 5.2.4. If at any time there are more applicants for admission as Members of a specific Category than there are vacancies, the Committee, shall admit applicants in order of priority of application date for membership as and when vacancies occur.
- 5.2.5. Any applicant duly elected to Membership shall become a member of the Club upon payment of the relevant entrance fee and the then applicable annual subscription or first instalment thereof in accordance with any instalment facility approved by the Committee.
- 5.2.6. An applicant whose application has been rejected shall not be eligible for re-nomination for at least twelve (12) calendar months from the date of rejection of their application.
- 5.2.7. The Committee decision on each application is final.

5.3. Change of Membership Category



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- 5.3.1. Any Member may make application to the Committee at any time to transfer from one category of membership to another category. The Committee may approve or reject any such application.
- 5.3.2. Should an application to change category be received by the Club later than one month after the start of the subscription year then the application applies to the next subscription year. However, if received in the period up to one month after the start of the subscription year then the application applies to the current subscription year.
- 5.3.3. If at any time there are more applicants for admission as Members of a specific Category than there are vacancies, the Committee, shall admit applicants in order of priority of application date for membership as and when vacancies occur.
- 5.3.4. An applicant whose application for change of membership category has been rejected shall not be eligible for re-nomination until the next subscription year.
- 5.3.5. The Committee decision on each application is final.

5.4. Cessation of Membership

- 5.4.1. A person ceases to be a Member if the person:
 - a) resigns as a Member;
 - b) dies
 - c) is expelled from the Club in accordance with this Constitution; or
 - d) fails to pay monies due and payable to the Club and the membership is cancelled in accordance with this Constitution.
- 5.4.2. A Member shall remain liable after ceasing to be a Member for payment of any moneys owing to the Club and incurred (whether actually or contingently) prior to the date of ceasing, including subscriptions, charges and levies.
- 5.4.3. In the event that a Member resigns or dies within two months of the commencement of the subscription year and the Club receives a request for reimbursement of subscriptions paid for the current subscription year then the Committee may at its discretion refund a portion of the subscription paid but not any portion of charges and levies.
- 5.4.4. Membership is not transferable and all entitlements cease upon cessation of membership.

5.5. Discipline of Members

- 5.5.1. If a Member: -
 - a) is in breach of the Member's obligation, other than financial obligations, under this Constitution; or
 - b) in the opinion of the Committee so behaves as to warrant discipline or for it to be no longer in the interests of the Club for that person to remain a member,



the Committee may by resolution expel a Member or suspend some or all of a Member's entitlements for a specified time.

5.5.2. No Member may be expelled or suffer suspension of membership entitlements unless:-

- a) the Committee has given the Member, by not less than fourteen days prior notice in writing, an opportunity either in person or in writing to explain the alleged misconduct; and
- b) the resolution to terminate or suspend the membership is approved by resolution of the Committee.

5.6. Life Membership

Any Member of the Club who has rendered conspicuous service to the Club may, on the recommendation of the Committee, be elected as a Life Member of the Club at a General Meeting of the Club.

5.6.1. A Life Member shall have all the privileges of a 7 Day Member but shall not be liable to pay annual subscriptions or any other charges or levies except House Levies.

6. GENERAL MEETINGS OF MEMBERS

6.1. Annual General Meetings of Members

6.1.1. The Annual General Meeting of the Club shall be held no later than the last day of February in each year at such time as the Committee may determine.

6.1.2. While the order of business at the meeting will be determined by the Chairman of the meeting, the business of each Annual General Meeting shall include: -

- a) Receipt of the minutes of the previous Annual General Meeting and the minutes of any Special General Meeting held within the last 12 months and address any business arising matters.
- b) Receipt a report from the Committee of Management on administration of the Club since the last Annual General Meeting, an audited statement of Financial Performance and Financial Position for the year ending 30 September preceding the Annual General Meeting.
- c) Election of members of the Committee.
- d) Any item of special business which notice has been given pursuant to clause 6.3
- e) Presentation of Special Awards



- f) Election of Life Members, if any are proposed
- g) Appointment of an Auditor
- h) Receiving feedback and comments from members, provided that the Chair shall not accept any motion in respect of such items unless notice has been given pursuant to clause 6.3.

6.2. Special General Meetings of Members

- 6.2.1.** A Special General Meeting of Members may be convened by resolution of the Committee of Management.
- 6.2.2.** A Special General Meeting of Members shall be convened by the Committee of Management within twenty-eight (28) days of receipt of a requisition signed by not less than twenty (20) Members eligible to vote at a General Meeting and specifying the subject matter for discussion and the intended Resolution to be submitted to the meeting.
- 6.2.3.** Only business of which notice has been given shall be transacted at a Special General Meeting.

6.3. Notice of Motion

Members shall be entitled to submit notices of motion, signed by the Member and one other Member eligible to vote at General Meetings, for inclusion in special business at an Annual General Meeting and must be submitted in writing to the Manager not less than 28 days before the date of the Annual General Meeting.

6.4. Notice of Meeting

- 6.4.1.** Notice of an Annual General Meeting, which includes a call for nominations for Committee of Management vacancies, must be placed on the Club's notice board by the Manager at least two months prior to the meeting date.
- 6.4.2.** Unless otherwise determined by the Committee, the agenda of every General Meeting of Members shall be issued and displayed fourteen clear days before the meeting.
- 6.4.3.** Notices of all General Meetings of Members shall be issued personally to or posted or electronically transmitted to the address registered with the Club of all Members eligible to vote at least fourteen (14) days prior to the meeting

6.5. Quorum

- 6.5.1.** The quorum for any General Meeting is twenty (20) Members entitled to vote and be present in person at the meeting.



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- 6.5.2.** No business shall be transacted at any General Meeting unless a quorum is present.
- 6.5.3.** If within thirty minutes from the advertised commencement time of the meeting a quorum is not present the meeting if convened upon requisition of Members shall be dissolved.
- 6.5.4.** If within thirty minutes from the advertised commencement time of the meeting a quorum is not present the meeting convened by resolution of the Committee shall stand adjourned to the same day in the next week at the same time and place
- 6.5.5.** At an adjourned meeting if a quorum is not present within thirty minutes from the advertised time of the meeting the Members present and entitled to vote shall become the quorum.

6.6. Chair

If present the President shall chair all General Meetings. If the President is absent or is for any reason unwilling to chair the meeting the Vice President shall act instead and if the Vice President is absent or is for any reason unwilling to chair the meeting the Members present at the General Meeting and entitled to vote shall elect a Member of the Committee to chair the meeting.

6.7. Voting

- 6.7.1.** All decisions at a General Meeting shall be determined by a majority vote except where under this Constitution it is stated otherwise.
- 6.7.2.** Any resolution (other than for an election of members of the Committee) put to the vote at the General Meeting shall be decided by a show of hands of the persons present, entitled to and actually voting (in addition to any authorised postal or electronic votes) unless a poll or secret ballot is demanded by resolution of the Members present and entitled to vote.
- 6.7.3.** A declaration by the Chair that such resolution has been carried or lost shall be deemed conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against such resolution. The Chair will be assisted by two (2) scrutineers appointed by the Committee prior to the General Meeting.
- 6.7.4.** If a poll or secret ballot is demanded on any resolution it shall be taken in such manner as the Chair directs.
- 6.7.5.** No poll or secret ballot shall be demanded r on the question of adjournment of a General Meeting.
- 6.7.6.** When voting:-
 - a)** Each Member entitled to vote has one vote only.



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b) The Chair of every General Meeting shall not be entitled to a deliberative vote and in the case of an equality of votes shall have a casting vote.

6.7.7. All resolutions carried at any General Meeting shall be binding and conclusive upon all Members immediately from the close of the General Meeting at which they are passed unless some other commencement date is contained within the resolution.

6.7.8. No resolution of Members shall be invalid on the basis only of a procedural defect that in the opinion of the Committee was minor and was unlikely to have altered the outcome of any vote taken at the relevant meeting.

6.7.9. At the discretion of the Committee, postal and electronic voting may be permitted for any resolution at a general meeting.

6.7.9.1. Any Member with voting rights who does not intend to be present at a meeting at which postal or electronic voting is permitted may apply to the General Manager for a postal vote or an electronic vote.

6.7.9.2. Upon receipt of such application the General Manager shall post or deliver to the Member in person or by electronic means a voting paper.

6.7.9.3. Any postal voting paper must be received by the Club at least one hour before the meeting begins.

6.7.9.4. Any electronic voting paper must be received by the Club at least one hour before the meeting begins.

6.7.9.5. Postal votes and electronic votes shall be validated and held unopened by the General Manager until one hour before the appointed time of the meeting and then handed to the scrutineers appointed for the meeting.

6.7.9.6. A Member may vote either in person, by post or electronically, but only by one of these three methods.

6.8. Adjournment of a General Meeting

6.8.1. The Chair may with the consent of any General Meeting at which a quorum is present or if so, directed by resolution by the meeting adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than that business left unfinished at the General Meeting from which the adjournment took place.

6.8.2. Where a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original General Meeting of Members.

7. NOMINATION AND ELECTION OF MEMBERS OF THE COMMITTEE OF MANAGEMENT

7.1. Composition

7.1.1. The business and affairs of the Club shall be managed by a Committee of Management consisting of a President, a Vice President, a Club Captain, and five



(5) other members who shall be elected or appointed in accordance with this Constitution.

7.1.2. The duties of the President include the Chairmanship of all General Meetings of the Club and all meetings of the Committee.

7.1.3. The duties of the Vice President include the Chairmanship of all General Meetings of the Club and all meetings of the Committee where the President is absent.

7.1.4. The duties of the Club Captain include the Chairmanship of all Course & Match committee meetings

7.2. Rotation

Each member of the Committee shall be elected for a period of two years and shall be eligible for re-election.

7.2.1. The President, Vice President, and two other members shall retire at the Annual General Meeting (AGM) that is held to consider the Financial Reports for the Financial Year that ends in an even numbered year whether the AGM takes place in the same calendar year or not.

7.2.2. The Club Captain, and three (3) members shall retire at the Annual General Meeting that is held to consider the Financial Reports for the Financial Year that ends in an odd numbered year whether the AGM takes place in the same calendar year or not.

7.3. Nominations for Positions

7.3.1. Nominations of eligible Members for the Committee shall be lodged with the Club Administration Office before 5.00pm on the day twenty-seven (27) days prior to the date of the Annual General Meeting.

7.3.2. Each nomination shall

- a) Be in writing on the form prescribed by the Committee and available from the Club Manager.
- b) Specify the position for which the candidate has nominated
- c) Be signed by the candidate and two other Members, being a nominator & seconder, eligible to vote at a General Meeting.



- 7.3.3.** If the number of nominations received is equal to or less than the number of vacancies to be filled, the Members nominated shall be deemed elected at the Annual General Meeting without the need of a formal vote.
- 7.3.4.** If the number of nominations received exceeds the number of vacancies to be filled, an election by ballot shall be conducted at the Annual General Meeting by two Returning Officers appointed by the Committee. It shall be the duty of the Returning Officers to scrutinize the voting papers collected at the Annual General Meeting, determine the number of votes received for each candidate and provide the Chair of the Annual General Meeting with the name of the successful candidate or candidates. The method of determining the ballot shall be the candidate or candidates receiving the most primary votes. In the event that the majority votes are equal for more than one candidate then the Chair has a casting vote.
- 7.3.5.** In the event that insufficient nominations are received for all vacancies then those positions remaining unfilled can be filled by the Chair asking for nominations from the floor of the Annual General Meeting of eligible Members and if sufficient nominations are received then the Chair will declare the candidate or candidates elected. If the nominations from the floor are in excess of positions available, then a ballot will be held immediately. If there are still insufficient nominations, then the Committee will treat the remaining vacancies as casual vacancies.
- 7.3.6.** In the event that insufficient nominations are received by the close of nominations to satisfy the specific requirements of clause 7.1.2 and sufficient numbers of nominations were received to fill all vacancies then the vacancies must be filled from the nominations received.

7.4. Qualifications for Committee of Management

- 7.4.1.** Only Life, 7 Day, 6 Day, 5 Day, Veteran & City Members who have voting rights may be nominated for the Committee of Management.
- 7.4.2.** No Member who is insolvent under administration or has been, within the last five years, convicted of a serious offence as set out in the Act, may hold a position on the Committee, save with the leave of the Corporate Affairs Commission.
- 7.4.3.** The appointment of a member to the Committee shall take effect from the end of the Annual General Meeting at which the Member is elected, provided that in the case of an elected member who has not been approved by the relevant licensing authority to hold a position of authority in the Club pursuant to the Liquor Licensing Act 1997 and to the extent such approvals are required, the appointment shall take effect upon the date of the last of such approvals.

7.5. Casual Vacancies

- 7.5.1.** Should any member of the Committee, die, become bankrupt, make any arrangement or composition with creditors, resign from the Committee, resign from the Club, be convicted of any felony, fail to satisfy the requirements of any legislation with which the



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Club is required to comply, become ineligible to continue as a member of the Committee for any other reason, or be absent without apology from three consecutive meetings of the Committee, the position of that member shall become vacant.

- 7.5.2.** Any casual vacancy on the Committee shall be filled by the Committee appointing an eligible Member who shall hold office of the position being filled until the next Annual General Meeting. This may result in the election of a committee member for less than the normal term.
- 7.5.3.** Vacancies occasioned by the failure of the Annual General Meeting to elect Members to any vacant positions shall be casual vacancies.
- 7.5.4.** A vacancy occasioned by a member of the Committee being elected or appointed President, Vice President, Club Captain shall be a casual vacancy.

8. THE COMMITTEE OF MANAGEMENT

The Committee may exercise all such powers and do all such things as the Club may lawfully do, other than those powers and things that are required by this Constitution or the Act to be exercised by the Members in General Meeting. Without limiting or derogating from the foregoing, the following specific powers are conferred upon the Committee.

8.1. Income & Property

The income and property of the Club, however derived shall be applied solely towards the promotion of the objectives of the Club. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Club, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, employee of the Club, or to any Member of the Club or the Member's relatives in return for any services rendered to the Club.

8.2. Proceedings of the Committee of Management

- 8.2.1.** The President shall chair all Meetings of the Committee. If the President is absent from a meeting or for any reason unwilling to chair the meeting the Vice President shall chair the meeting. If both the President and the Vice President are either absent or unwilling to chair the meeting the members of the Committee shall elect from amongst themselves a member to chair the meeting.
- 8.2.2.** The Committee shall meet at such times as it may determine but not less than ten times per year.
- 8.2.3.** If an urgent matter should arise and where convening a full Committee meeting is not practical and if all the members of the Committee who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Committee. The resolution shall be deemed to have been made on the date of the final signature.



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- 8.2.4.** The quorum for all meetings of the Committee is five.
- 8.2.5.** Minutes of proceedings of each meeting of the Committee shall be prepared and signed by the Chair at the succeeding meeting at which they are confirmed.
- 8.2.6.** Each member of the Committee shall have one vote except the Chair who does not have a deliberative vote, but in the case of an equality of votes shall have a casting vote.
- 8.2.7.** The Club Manager shall convene a meeting of the Committee within seven days of being requested in writing to do so by the President or any two members of the Committee.
- 8.2.8.** The Committee may appoint such Sub Committees as it considers necessary for good governance of the Club or to further the objectives of the Club.
- 8.2.9.** The Committee may invite any Member to serve as a member of any of the Sub Committees.
- 8.2.10.** Each Sub Committee shall:
- a) so far as is practicable, be chaired by a member of the Committee;
 - b) operate under a written policy document endorsed by the Committee
 - c) have such powers and functions as may be delegated by the Committee; and
 - d) conform to any policies and procedures set for it by the Committee.
- 8.2.11.** No Sub Committee or any Member serving on any Sub Committee shall have any power or authority to incur expenditure on behalf of the Club or commit the Club to any obligation or liability of whatever nature unless authorised by the Sub Committee's policy document or otherwise specifically approved in writing by the Committee.
- 8.2.12.** The quorum for all meetings of any Sub Committee appointed by the Committee is not less than one half of the membership of the Sub Committee or not less than two, whichever is the greater.
- 8.2.13.** Minutes of proceedings at each meeting of a Sub Committee of the Committee shall be prepared and presented at the following meeting of the Committee and any proposals or recommendations contained therein shall not be implemented until accepted and approved by the Committee unless within the delegated power of the Sub Committee.

8.3. Powers of the Committee of Management



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Without limiting or derogating the general powers conferred on the Committee by this Constitution the following specific powers are conferred on the Committee.

- 8.3.1.** To limit the number of Members in that category and to prescribe qualifications for and conditions of membership.
- 8.3.2.** To fix entrance fees, annual subscriptions, levies, calls and other charges payable by Members and the date or dates by which the same shall be due for payment, and to remit the payment of any such fees and charges.
- 8.3.3.** To regulate standards of conduct and dress of persons using the facilities of the Club.
- 8.3.4.** To discipline Members for breaches of etiquette or the Rules of Golf or for unruly or unseemly conduct anywhere on the property of the Club or whilst representing the Club or visiting another Golf Club and to suspend or terminate Membership where the Committee considers that action to be appropriate in the circumstances.
 - a)** No member of the Committee shall be present at any meeting in which the member has a vested interest either personal or family.
 - b)** A member of the Committee who is the defendant or complainant may defend or present their case but shall not be present during the discussion and deliberation by the Committee of Management of the matter.
- 8.3.5.** To regulate the conduct of both competition and play on the course and to fix playing times that may affect Members of different categories of membership.
- 8.3.6.** To appoint and dismiss all such staff, employees and contractors as it may deem necessary for the purpose of carrying out the objects of the Club and may pay or allow salaries, allowances, and recompenses as the Committee shall from time to time see fit.
- 8.3.7.** To borrow or raise or secure the payment of money and secure the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by issue of debentures charged against the Club's present or future property, and to redeem or discharge such securities and indebtedness provided the total amount or amounts involved in any one year do not exceed twenty five percent (25%) of the previous financial year's total Club income without the approval of the Members at a General Meeting.
- 8.3.8.** To reimburse any member of the Committee for out of pocket expenses incurred in connection with the discharge of duties as a member of the Committee.
- 8.3.9.** To enter into such contracts on behalf of the Club as it deems in the best interests of the Club.



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- 8.3.10.** To accept any composition or any security for any debt or any property claimed and may allow any time payment of any debt and may compromise, abandon, submit to arbitration or otherwise settle any debt, account, claim or thing.
- 8.3.11.** To make, alter, amend and repeal such By-Laws and Policies which are consistent with this Constitution and the objects of the Club. Any such new, altered, amended or repealed By-Law or Policy must be displayed on the Club Notice Board for a period of one month following the decision of the Committee.
- 8.3.12.** To invest and deal with the moneys of the Club.
- 8.3.13.** To permit non-Members to use the facilities of the Club on such conditions as may from time to time be determined by the Committee.
- 8.3.14.** To take all such actions as are incidental or conducive to the attainment of any of the objects of the Club.
- 8.3.15.** To accept from Members or others such amounts of monies as may be voluntarily loaned to the Club on such terms and conditions as decided by the Committee of Management from time to time.

8.4. Disclosure of Interests of Officials

- 8.4.1.** A member of the Committee or a Sub Committee of the Committee who has a direct or indirect pecuniary interest in a contract, or proposed contract with the Club, other than in the capacity of an employee, must, as soon as the Member becomes aware of such interest, disclose the nature and extent of the interest to the Committee.
- 8.4.2.** A member of the Committee or a Sub Committee of the Committee who has a direct or indirect pecuniary interest in a contract, or proposed contract with the Club
 - a)** must not take part in formal deliberations regarding the contract and
 - b)** must not vote with respect to that contract.
- 8.4.3.** The disclosure and exclusion requirements above do not apply in respect of a pecuniary interest that the member of the Committee has merely as a Member, or in common with a substantial proportion of the Members.

9. APPOINTMENT AND DUTIES OF MANAGER

- 9.1.** The Manager shall be appointed by the Committee.
- 9.2.** The terms and conditions of the appointment of the Manager and the duties to be performed by the Manager shall be determined by the Committee and be detailed in a contract of employment with the appointed Manager.



9.3. During absences of the Manager the Committee shall have the power to appoint an Acting Manager.

10. ACCOUNTS

10.1. The Committee shall ensure that accounting records are kept in such a manner as to enable

10.1.1. The preparation from time to time of accounts that present fairly the results of the operations of the Club, and its assets and liabilities; and

10.1.2. The accounts of the Club to be conveniently and properly audited.

10.2. The Committee must cause the audited accounts, the Auditor's report on those accounts; and any other reports or statements required by the Act to be laid before Members in Annual General Meeting no later than five months after the end of the financial year to which the accounts relate.

11. AUDIT AND ELECTION OF AUDITOR

11.1. There shall be at least one qualified Auditor of the Club, who shall retire annually at the Annual General Meeting, but who shall be eligible for re-election. A qualified Auditor means a person registered or deemed to be registered as a company auditor in accordance with the Act.

11.2. It shall be the duty of the Auditor to audit the books and accounts in accordance with Australian Auditing Standards and to prepare a report for submission at the Annual General Meeting.

11.3. Should any vacancy in the office of Auditor occur after any Annual General Meeting the Committee shall have the power to fill such vacancy until the next Annual General Meeting.

11.4. The remuneration of the Auditor shall be determined by the Committee.

12. PUBLIC OFFICER

12.1. The Committee of the Club shall appoint a member of the Committee or the Manager as the Public Officer as required by the provisions of the Act.

12.2. The Public Officer may resign or be replaced by the Committee.



13. INDEMNITY TO OFFICERS

13.1. The members of the Committee and the Manager and any Member appointed or elected to any Sub Committee and their respective executors and administrators shall be indemnified and saved harmless out of the funds of the Club from and against all charges, costs, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their respective offices.

13.2. The indemnity shall not extend to any liability to the Club that may attach to such officer in respect of any negligence, default, breach of duty or breach of trust of which the officer may be guilty. Nothing shall be taken to preclude the Committee from arranging a usual form of contract of insurance in favour of such officers to cover such risks (fraud and wilful default excepted).

14. ACTS DEEMED VALID NOT WITHSTANDING

All acts of the Committee or of any member of the Committee or the Manager shall be deemed to be valid notwithstanding that it may afterwards be discovered that some defect existed in the appointment of the Committee or of any member thereof or of the Manager.

15. SUBSCRIPTIONS

15.1. The financial year of the Club ends on the 30 September of each year.

15.2. All subscriptions, charges and levies shall be due and payable on the 1 October each year, provided that a new Member who joins after 1 January following shall only be required to pay the annual subscription pro-rated to the unexpired portion of the then current subscription period.

15.3. Charges and Levies must be paid in one instalment due on the 1 October each year. Subscriptions may be paid in one instalment or by such periodic payments as the Committee may approve either generally or in a specific case, provided in the latter case that a contract of payment in a form approved by the Committee has been signed. The Committee may add an administration charge to the periodic payment arrangements and this charge is to be paid in the first instalment.

15.4. A Member who resigns after 30 November shall remain liable for the annual subscription, fees and levies due in respect of that year commencing 1 October immediately preceding.

15.5. A Member shall be an unfinancial Member if:-

15.5.1. having elected to pay the annual subscription, charges and levies in one instalment, such payment is not received on or before 1 October in that year.

15.5.2. having completed a contract to pay by periodic payments the terms and conditions of such contract are not complied with.



15.6. If a Member is unfinancial the Member:-

15.6.1. shall not be eligible to play in any competition.

15.6.2. shall not be entitled to use the course and facilities of the Club until that Member has paid all debts owed by the Member to the Club.

15.6.3. is not eligible to vote, nominate for office, second a nomination for office or fill any office pursuant to this Constitution.

15.7. Cancellation

15.7.1. A person's membership may be cancelled by the Committee if;

a) the person has been unfinancial for more than three months from the 1 October of that year or unfinancial for more than two consecutive months with periodic payments; and

b) at least one reminder notice has been sent to the address and/or email address registered with the Club of the person who has failed to respond; and

c) the person has failed to pay within the time allowed in the reminder notice.

15.7.2. Any person whose membership has been cancelled shall be entitled within the then current membership year to have the membership re-instated subject to the payment of the full year's subscription, charges and levies, all other moneys owing to the Club together with an administration fee.

15.8. Communication with Members

15.8.1. The Club will maintain a list of the postal addresses and email addresses of the Members.

15.8.2. No Member may use the personal details of another Member except for purposes related to golf at the Club.

15.8.3. All notices from the Club will be sent to the current postal and/or email address of a member on the list maintained by the Club.

15.8.4. A notice sent to the address and/or email address of a member on the list maintained by the Club will be deemed to have been duly delivered.

15.8.5. Any Member who changes their address shall forthwith advise the Club in writing.

15.8.6. No meeting of the Club or action of the Committee shall be deemed invalid by reason that a member of the Committee or of the Club has not received any notice convening a meeting of the Committee or a meeting of Members as the case may be.

16. ALTERATION OF CONSTITUTION

16.1. This Constitution may be added to, repealed or amended by Special Resolution at an Annual General Meeting or Special General Meeting.



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16.2. Notice of any proposed addition or repeal or amendment of the Constitution to be made at a General Meeting shall be given to the Manager at least twenty-eight days prior to the Annual General Meeting or contained within the appropriate documentation for a Special General Meeting.

16.3. Resolutions to alter the Constitution must be carried by a majority of at least three quarters of the Members present and entitled to vote and voting thereon.

17. INTERPRETATION

17.1. Under this Constitution the Committee may decide any question:

- a) for which this Constitution does not provide;
- b) of interpretation of this Constitution; or
- c) as the correct procedure to be adopted on any occasion and direct what action, if any, shall be taken.

17.2. The Club must give notice of any such decision, interpretation or direction of the Committee if it is of general application, and until the next Annual General Meeting or Special General Meeting shall have the same validity or effect as if specifically included in this Constitution.

17.3. Any such decision or interpretation or direction may be disallowed or amended by an Annual General Meeting or a Special General Meeting in accordance with the provisions relating to those meetings.

17.4. In the counting of days pursuant to this Constitution, the day on which the posting or sending by electronic means of the notice incurred shall not be included, but the day on which the notice is deemed to be received in the ordinary course of post or in the ordinary course of sending by electronic means shall be considered to be the first of the days to be counted.

18. CLUB COLOURS

The Club colours shall be navy blue, light blue and white.

19. EXECUTION OF DOCUMENTS

Documents may be executed on behalf of the Club by any two members of the Committee or one member of Committee and the Manager or the Manager with the authority of the Committee.

20. WINDING UP

20.1. The Club may be wound up in the manner provided in the Act.

20.2. If the Club is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to another institution having objects similar to the Club and with rules that prohibit the distribution of its income and property among its Members.



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21. TRANSITIONAL PROVISIONS

- 21.1.** Upon the adoption of this Constitution the Committee of Management in office under the previous Constitution shall continue in office and shall be deemed to have been elected under this Constitution PROVIDED that the incumbent Ladies' Captain will be deemed to be an ordinary member of the Committee as from the adoption of this Constitution.”
- 21.2.**
- 21.3.** All By-Laws and Policies in operation at the time of adoption of the Constitution remain in operation unless in conflict with this Constitution and in all cases the Constitution as adopted will take precedence.
- 21.4.** All persons who were members of the Club upon the adoption of this Constitution shall be deemed to have been admitted to membership pursuant to this Constitution.