



NSW ASSOCIATIONS INCORPORATION ACT 2009

CONSTITUTION OF

The Lower North Coast District Golf Association

Incorporated

Reg no. Y1455721

ABN 79 796 758 851

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PART 1: PRELIMINARY

1 Name of the Association

The name of the Incorporated Association is "Lower North Coast District Golf Association, Inc."

2 Objects of the Association

The Objects of the Association are:

- a. To conduct, encourage, promote, advance and administer golf throughout the local area;
- b. To represent and provide administrative and golfing support to Golf NSW for Golf Clubs in the District;
- c. To be a district member of Golf NSW;
- d. To conduct district golf tournaments and competitions
- e. To select and organize representative teams to represent the district in tournaments and competitions at regional, state and national level as appropriate;
- f. To adopt and implement such policies as may be developed by Golf NSW from time to time;
- g. To adopt, interpret and apply the Rules of Golf in all competitions conducted by the Association and in all teams representing the district;
- h. To represent and advance the operations and activities of Member Golf Clubs throughout the district;
- i. To have regard to the public interest in its operations; and
- j. To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3 Financial Year

The Financial Year of the Association is each period of twelve (12) months from 1 June in any one year to 31 May in the next.

4 Definitions

In this Constitution unless the contrary intention appears:

- a) **Absolute majority**, of the Committee or Delegates Committee, means a majority of the Committee Members or Delegates Committee currently present and entitled to vote at the time;
- b) **Act** means the Associations Incorporation Act 2009 (NSW) (the Act), and includes any Regulations made under that Act;
- c) **Annual General Meeting** means an Annual General Meeting of the Association held in accordance with Clause 26;
- d) **Associate Member** means a Member referred to in Clause 17;
- e) **Association** means The Lower North Coast District Golf Association Incorporated;
- f) **By-laws** means the By-Laws of the Association made in accordance with Clause 42;
- g) **Club Delegate** means a person who is appointed by a Member Golf Club in accordance with Clause 15 to exercise the Member Golf Club's voting rights under this Constitution;
- h) **Club Delegates Committee Meeting** means a meeting of the Club Delegates and Committee in accordance with this Constitution;
- i) **Committee** means the elected Committee having management of the business of the Association;

- j) **Committee Meeting** means a meeting of the Committee held in accordance with this Constitution;
- k) **Committee Member** means a Member of the Committee elected or appointed under this Constitution Clause 52, or Clause 56.1;
- l) **Committee Member entitled to vote** means a Committee Member who under Clause 14 is entitled to vote at a General Meeting of the Association;
- m) **Disciplinary proceedings** mean a meeting of the Committee convened under Clause 22;
- n) **District** means the geographical area for which the Association is responsible as recognized and determined by Golf NSW from time to time;
- o) **General Meeting** means the Annual General Meeting or any Special General Meeting of the Association;
- p) **Golf NSW** means Golf NSW Limited (ACN 001 642 628).
- q) **Golf Club** means a Golf Club or other golf-related organization which is a Member Golf Club, or is otherwise affiliated with the Association, and which has (a) an elected committee, and (b) tenure of access to a golf course.
- r) **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or surface marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the District;
- s) **Life Member** means a person awarded Life Membership of the Association in accordance with Clause 18 for substantial and exceptional service to the Association and its objects or to the game of golf in the District;
- t) **Member Golf Club** refers to a Golf Club that is a member of Golf NSW and is a current financial Member Golf Club of the Association;
- u) **Membership** refers to Member Golf Clubs
- v) **Objects** means the Objects of the Association as set out in Clause 2;
- w) **Public Officer** means the person elected or appointed Secretary-Treasurer in accordance with this Constitution and the Act;
- x) **Regulation** means the *Associations Incorporation Regulation 2010 (NSW)* or any later Regulation modifying or replacing that Regulation, however named;
- y) **Secretary-Treasurer** means the person holding office under this Constitution as Secretary-Treasurer of the Association;
- z) **Special General Meeting** means a Special General Meeting of the Association held in accordance with Clause 27 or Clause 28;
- aa) **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favor of the resolution.

5 Interpretation

5.1 In this Constitution:

- a. A reference to a function includes a reference to a power, authority and duty;
- b. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- c. Words importing the singular include the plural and vice versa;
- d. Words importing any gender include the other genders;

- e. References to persons include corporations and bodies politic;
- f. References to a person include the legal personal representatives, successors and permitted assigns of that person;
- g. A reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- h. A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.2 If any provisions of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

5.3 Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model Rules under the Act are expressly displaced by this Constitution.

PART 2: POWERS OF THE ASSOCIATION

6 Powers of the Association

- 6.1 Solely for furthering its Objects, the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (CT)*.
- 6.2 Without limiting Clause 6.1, the Association may:
- (a) Acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money in any security in which trust monies may lawfully be invested;
 - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) Appoint agents to transact business on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable.
- 6.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its Objects.

7 Not for Profit Organization

- 7.1 The Association must not distribute any dividend, surplus, income or assets directly or indirectly to its Member Golf Clubs, Committee Members or Club Delegates.
- 7.2 Clause 7.1 does not prevent the Association from paying a Member Golf Club, Committee Member or Club Delegate:
- (a) reimbursement for expenses properly incurred by the Member Golf Club, Committee Member or Club Delegate; or
 - (b) for goods or services provided by the Member Golf Club, Committee Member or Club Delegate ... if this is done in good faith on terms no more favorable than if the Member Golf Club, Committee Member or Club Delegate was not such a person

PART 3: MEMBERSHIP OF THE ASSOCIATION

8 Minimum Number of Member Golf Clubs

The Association must have at least five (5) Member Golf Clubs.

9 Eligibility for Membership

- 9.1 A Golf Club, located in the District, which is a member-of Golf NSW and which supports the Objects of the Association and applies for and is approved for membership as provided in this Constitution is eligible to be a Member of the Association on payment of any fee associated with joining and annual subscription payable under this Constitution;
- 9.2 All Golf Clubs which were, prior to the approval of this Constitution under the Act, Members of the Association, shall be deemed Member Golf Clubs of the Association from the time of approval of this Constitution under the Act;

10 Application for Membership

- 10.1 To apply to become a Member Golf Club of the Association, a Golf Club must submit a written application in the form prescribed by the Committee from time to time to the Secretary-Treasurer stating that the Golf Club:
 - (a) Is a member of Golf NSW; and
 - (b) Wishes to become a Member Golf Club of the Association; and
 - (c) Supports the Objects of the Association; and
 - (d) Agrees to comply with this Constitution.
- 10.2 The application must be:
 - (a) signed for and on behalf of the applicant by two (2) authorized persons;
 - (b) accompanied by any fees associated with joining;
 - (c) compliant with any requirements prescribed by the Committee from time to time; and
 - (d) accompanied by the name of the person together with contact details (postal and email addresses and phone number) who is the intended Club Delegate of the Member Golf Club.

11 Consideration of Application

- 11.1 As soon as practicable after an application for Membership is received, the Committee must decide by resolution whether to accept or reject the application.
- 11.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 11.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 11.4 No reason need be given for the rejection of an application.

12 New Membership

- 12.1 If an application to be a Member Golf Club is approved by the Committee:
 - (a) The resolution to accept the Membership must be recorded in the Minutes of the Committee Meeting; and
 - (b) The Secretary-Treasurer must, as soon as practicable, enter the name and address of the new Member Golf Club, and the date of becoming a Member Golf Club, in the register of Member Golf Clubs.
- 12.2 A Golf Club becomes a Member Golf Club of the Association and, subject to Clause 14.2, is entitled to exercise its rights of Membership from the date on which the Committee approves the application for Membership

13 Annual Subscription and Fee on Joining

- 13.1 The Committee of the Association shall determine the amount of the annual subscription payable by Member Golf Clubs for the following Financial Year of the Association;
- 13.2 The date for payment of the annual subscription is 1 July in any one year and is based on the number of male Golf Club members at the end of the previous Member Golf Club financial year.
- 13.3 The Committee may determine that an annual subscription is payable by Associate Members. The Committee may determine that any new Member Golf Club who joins after the start of a financial year must, for that financial year, pay a fee
- (a) equal to the full annual subscription;
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) A fixed amount determined from time to time by the Committee.
- 13.4 The rights of a Member Golf Club (including the right to cause a vote to be registered on that Member Golf Club's behalf) ceases when the annual subscription is unpaid by more than three (3) months, and no alternative arrangements for payment have been approved by the Committee.

14 General Rights of Member Golf Clubs

- 14.1 Committee Members and Club Delegates (representing their Member Golf Club) of the Association who are entitled to vote have the right:
- (a) To receive notice of Club Delegates Committee Meetings, General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (b) To submit items of business for consideration at a Club Delegates Committee Meeting or General Meeting;
 - (c) To attend and be heard at Club Delegates Committee Meeting or General Meetings;
 - (d) To vote at a Club Delegates Committee Meeting or General Meeting;
 - (e) To have access to the Minutes of Club Delegates Committee Meeting or General Meetings and other documents of the Association as provided under Clause 66; and
 - (f) To inspect the Register of Member Golf Clubs.
- 14.2 A Club Delegate is entitled to vote if:
- (a) The Club Delegate is not the delegate of an Associate Member and
 - (b) More than ten (10) business days have passed since the Member Golf Club represented by the Club Delegate became a Member Golf Club of the Association; and
 - (c) The Member Golf Club's rights are not suspended for any reason.
- 14.3 A Committee Member is entitled to vote at all Committee Meetings, Club Delegates Committee Meetings and General Meetings.
- 14.4 The rights of a Member Golf Club as represented by the Club Delegate are not transferable and end when a Golf Club Membership ceases.
- 14.5 The rights of an individual Committee Member at Committee Meetings, Delegates Committee Meetings or General Meetings are not transferable and end when that Committee Member ceases being a Committee Member.

15 Representation of Member Golf Clubs - Club Delegates

- 15.1 Each Member Golf Club, not being a natural person, is entitled to appoint a natural person to exercise the Member Golf Club's rights under this Constitution and in any other circumstances permitted by the Act. This person shall be known as the Club Delegate. The Club Delegate shall be the President of the Member Golf Club unless another person is appointed as Club Delegate under Clause 15.2;

15.2 The appointment of such other person as Club Delegate must be:

- (a) In writing;
- (b) Signed by the President or other authorized representative of the Member Golf Club, and
- (c) Delivered to the Secretary-Treasurer.

The appointment will continue until the Secretary-Treasurer is given written notice of revocation which satisfies the requirements in sub-paragraphs (a), (b) and (c) above.

16 Effect of Membership

16.1 Member Golf Clubs acknowledge and agree that, in relation to the conduct of the Game of Golf within the district:

- (a) This Constitution constitutes a contract between each Member Golf Club and the Association and each Member Golf Club is bound by this Constitution, the By-Laws of the Association and the Constitution and By-Laws of Golf NSW; and
- (b) The Member Golf Club shall comply with and observe this Constitution, the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority from the Committee.
- (c) By submitting to this Constitution, they are subject to the jurisdiction of the Association and of Golf NSW

16.2 The liability of a Member Golf Club to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding-up of the Association is limited to the amount, if any, unpaid by the Member Golf Club in respect of Membership of the Association as required by Clause 13.

17 Associate Members

17.1 Associate Members of the Association include any category of Member Golf Club as determined by the Committee.

17.2 An Associate Member must not vote but may have other rights as determined by the Committee.

18 Life Members

18.1 The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the game of golf in the District be appointed as a Life Member.

18.2 A resolution of the Annual General Meeting to confer Life Membership (subject to Clause 18.3) on the recommendation of the Committee must be a Special Resolution.

18.3 A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

18.4 Life Members of the Association shall have the right to attend, but not vote, at General Meetings and Club Delegate Committee Meetings of the Association, and shall not be liable for any payment of fees or other contribution to the Association by virtue of such Life Membership.

19 Discontinuance of Membership

19.1 A Member Golf Club's membership of the Association ceases on resignation, expulsion or liquidation.

19.2 If a Member Golf Club ceases to be a Member of the Association, the Secretary-Treasurer must, as soon as practicable, enter the date the Golf Club ceased to be a Member Golf Club in the Register of Members.

- 19.3 A Member Golf Club may resign by notice in writing given to the Association.
- 19.4 A Member Golf Club is taken to have resigned if the Member Golf Club's annual subscription is in arrears for more than six (6) months, and no alternative arrangements for payment have been approved by the Committee.
- 19.5 A Member Golf Club that ceases to be a Member Golf Club, for whatever reason, shall forfeit all rights in and claims upon the Association and its property, and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of the Member Golf Club shall be returned to the Committee immediately.
- 19.6 Membership which has been discontinued for any reason may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

20 Register of Member Golf Clubs

- 20.1 The Secretary-Treasurer must keep and maintain a Register of Member Golf Clubs that includes:
- (a) For each current Member Golf Club:
 - (i) The Member Golf Club 's name;
 - (ii) The address for notice last given by the Member Golf Club;
 - (iii) The date of becoming a Member Golf Club; and
 - (iv) If the Member Golf Club is an Associate Member, a note to that effect;
 - (v) Any other information determined by the Committee.
 - (b) For each former Member Golf Club, the date of ceasing to be such a Member.
- 20.2 Having regard to the Act, confidentiality considerations and privacy laws, a copy of any part of the Register, excluding the address or other direct contact details of any Life Member shall be available to Member Golf Clubs, upon reasonable request and on payment of a fee of no more than \$1.00 for each page copied.
- 20.3 Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects of the Association, in such manner as the Committee considers appropriate.

PART 4: DISCIPLINARY AND GRIEVANCE PROCEDURES

21 Grounds for Taking Disciplinary Action

- 21.1 The Association may take disciplinary action against a Member Golf Club, a Committee Member or Club Delegate if it is determined by the Committee that the entity or person:
- (a) Has failed to comply with this Constitution; or
 - (b) Refuses to support the Objects of the Association; or
 - (c) Has engaged in conduct prejudicial to the Association or the Game of Golf.

22 Disciplinary Proceedings

- 22.1 Any charge under Clause 21 will be investigated by the Committee. In any case where it is found necessary to take disciplinary proceedings against a Member Golf Club, a Committee Member or Club Delegate, the Committee will have the power to reprimand, suspend for such period as it considers fit, accept the resignation of or expel such Member Golf Club and erase its name from the Register. The Committee may not fine the Member Golf Club, Committee Member or Club Delegate.
- 22.2 No Member Golf Club, Committee Member or Club Delegate will be reprimanded, suspended, expelled or otherwise dealt with under this Clause unless they have been given written notice of the charge and of the time and place when the charge is to be heard by the Committee. Such notice will be given to the Member Golf Club, Committee Member or Club Delegate at least fourteen (14) days before the meeting of the Committee at which the charge is to be heard.
- 22.3
- (a) A person nominated by the Member Golf Club, Committee Member or Club Delegate will be entitled to attend the meeting of the Committee at which the charge is to be heard.
 - (b) The Member Golf Club, Committee Member or Club Delegate Member may be represented by a solicitor or barrister who will be entitled to attend with the person nominated by the Member at the meeting at which the charge is to be heard.
 - (c) Any Committee Member who may have any real or perceived conflict of interest in relation to the entity or person being charged must declare a conflict of interest before the charge is heard, and must not participate in the hearing of the charge.
- 22.4 Voting by the Committee Members present at the meeting of the Committee at which the charge is heard will be by secret ballot and no motion of the Committee to reprimand, suspend or expel a Member Golf Club, Committee Member or Club Delegate will be deemed to be passed unless at least two-thirds of the Committee Members present vote in favor of such motion. Any decision of the Committee will be final and the Committee will not be required to assign any reason for its decision.
- 22.5 If no representative of the Member Golf Club, Committee Member or Club Delegate attends the meeting of the Committee at which the charge is to be heard without reasonable excuse, the charge will be heard and dealt with and the Committee will decide on the evidence before it, the absence of a representative of the Member Golf Club, Committee Member or Club Delegate notwithstanding. Any decision of the Committee will be final and the Committee will not be required to assign any reason for its decision.
- 22.6 The Committee may decide to refund any annual Membership fee or any part thereof paid by a Member Golf Club in respect of the current financial year in which that Member Golf Club is suspended or expelled.

23 Enforcement of the Association's Constitution and By-Laws

- 23.1 It is a condition of Membership that, unless the Association agrees otherwise in writing, an affiliated Member Golf Club must enforce the Association's Constitution and By-Laws and all other Clauses and By-Laws which it is responsible for administering, including, without limitation, by bringing disciplinary proceedings against any Registered player or any person appointed to any position within or by the Member Golf Club who breaches any such Clause or By-Laws.

23.2 For the avoidance of doubt, the Committee's powers under Clause 22 extend to any breach of the Association of Clause 23.1 by a Member Golf Club, Committee Member or Member Delegate.

24 Appeal Rights

24.1 A Member Golf Club whose membership rights have been suspended or has been expelled from the Association under Clauses 22 or 23 may give notice to the effect that it wishes to appeal against any reprimand, suspension or expulsion.

24.2 The notice relating to that reprimand, suspension or expulsion must be in writing and to the Secretary-Treasurer not later than 7 days after the vote.

24.3 Any appeal will be heard by the Board of Golf NSW in accordance with the Disciplinary Proceedings prescribed in the Constitution of Golf NSW.

25 Grievance Procedure and Mediation Process

25.1 The grievance procedure set out in this Clause applies to disputes under this Constitution between—

- (a) A Member Golf Club and another such Member Golf Club;
- (b) A Member Golf Club and the Committee;
- (c) A Member Golf Club and the Association.

25.2 A Member Golf Club must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25.3 (a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

- (b) If the dispute cannot be resolved within 14 days, Golf NSW will act as Mediator between the parties involved.

PART 5: MEETINGS OF THE ASSOCIATION

26 Annual General Meeting

- 26.1 The Committee must convene an Annual General Meeting of the Association to be held within five (5) months after the end of each Financial Year of the Association.
- 26.2 Despite Clause 26.1, the Association may hold its first Annual General Meeting at any time within eighteen (18) months after its incorporation.
- 26.3 The Committee may determine the date, time and place of the Annual General Meeting.
- 26.4 The ordinary business of the Annual General Meeting is as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) To receive and consider:
 - (i) the Annual Report of the Committee on the activities of the Association during the preceding financial year;
 - (ii) the audited financial statements of the Association for the preceding financial year submitted by the Committee in accordance with the Act;
 - (iii) the appointment of the Auditor(s)
 - (c) To elect the Committee Members (Clause 52);
- 26.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.
- 26.6 The Secretary-Treasurer shall cause to be sent to Member Golf Clubs and all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Committee's Report, the Auditor's Report and any other document required under the Act.

27 Special General Meetings

- 27.1 Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- 27.2 The Committee may convene a Special General Meeting whenever it sees fit.
- 27.3 No business other than that set out in the Notice of Meeting may be conducted at any such meeting.

28 Special General Meeting Held at Request of Member Golf Clubs

- 28.1 The Committee must convene a Special General Meeting if a request to do so is made in accordance with Clause 28.2 by either at least five (5) Member Golf Clubs or 20% of the total number of Member Golf Clubs, whichever is the greater.
- 28.2 A request for a Special General Meeting must:
- (a) Be in writing;
 - (b) State the business to be considered at the meeting and any resolutions to be proposed;
 - (c) Include the names and signatures of the Member Golf Clubs requesting the meeting; and
 - (d) Be given to the Secretary-Treasurer.
- 28.3 If the Committee does not convene a Special General Meeting within one (1) month after the date on which the request is made, the Member Golf Clubs making the request (or any one of them) may convene the Special General Meeting.

- 28.4 A Special General Meeting convened by Member Golf Clubs under Clause 28.3:
- (a) Must be held within three (3) months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.
- 28.5 The Association must reimburse all reasonable expenses incurred by the Member Golf Clubs convening a Special General Meeting under Clause 28.3.

29 Meetings of the Committee

- 29.1 The Committee must meet, either as the Committee or Club Delegates Committee, as often as it deems necessary but no less than four (4) times as the Club Delegates Committee in each calendar year at the dates, times and places determined by the Committee.
- 29.2 The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting of the Association at which the Committee Members were elected.
- 29.3 Special Committee meetings may be convened by the President or by any four (4) Committee Members

30 Notice of General Meetings

- 30.1 The Secretary-Treasurer (or, in the case of a Special General Meeting convened under Clause 28.3, the Member Golf Clubs convening the meeting) must give to each Member Golf Club of the Association at least twenty-one (21) days' notice of any General Meeting.
- 30.2 The notice must:
- (a) Specify the date, time and place of the meeting;
 - (b) Indicate the general nature of each item of business to be considered at the meeting;
 - (c) If a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) Comply with Clause 32.5.

31 Notice of Committee Meetings and Club Delegate Committee Meetings

- 31.1 Notice of each Committee Meeting or Club Delegates Committee Meeting must be given to each Committee Member (and Club Delegate in relation to Club Delegates Committee Meetings) and no later than seven (7) days before the date of the meeting.
- 31.2 Notice may be given of more than one Committee Meeting at the same time.
- 31.3 The notice must state the date, time and place of the meeting.
- 31.4 If a special Committee Meeting or Club Delegates Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- 31.5 In cases of urgency, a meeting can be held without notice being given in accordance with Clause 31.1 provided that as much notice as practicable is given to each Committee Member or Club Delegate by the quickest means practicable.
- 31.6 Any resolution made at the meeting must be passed by an absolute majority of the Committee Meeting or Club Delegates Committee Meeting.
- 31.7 The only business that may be conducted at a special or an urgent meeting is the business for which the meeting is convened.

32 Proxies

- 32.1 A Member Golf Club may appoint a person other than the Club Delegate should that Club Delegate be unable or unwilling to attend, as its proxy, to speak and vote on its behalf at a General Meeting;
- 32.2 The appointment of a proxy must be in writing and signed by an authorized representative of the Member Golf Club making the appointment.
- 32.3 The Member Golf Club appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the Member Golf Club in any matter as they see fit.
- 32.4 If the Committee has not approved a form for the appointment of a proxy, the Member Golf Club may use any other form that clearly identifies the person appointed as their proxy and that has been signed by an authorized representative of the Member Golf Club.
- 32.5 Notice of a General Meeting given to a Member Golf Club under Clause 30 must:
 - (a) State that the Member Golf Club may appoint another person as a proxy for the meeting; and
 - (b) Include a copy of any form that the Committee has approved for the appointment of a proxy.
- 32.6 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than twenty-four (24) hours before the commencement of the General Meeting.

33 Use of Technology

- 33.1 Unless otherwise excluded in relation to Clause 22 and at the discretion of the Committee, Club Delegates and Committee Members not physically present at meetings they are entitled to attend, may be permitted to participate in the meeting by using technology that allows that person and the other persons present at the meeting to clearly and simultaneously communicate with each other.
- 33.2 For the purposes of this Part 5, a person participating in a meeting as permitted under Clause 33.1, is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- 33.3 Should a person wish to participate remotely in an Annual General Meeting and is concerned at the privacy of their participation in any ballot for Committee Members, they may avail themselves of the proxy arrangements under Clause 32 above.

34 Quorum at Meetings

- 34.1 No business may be conducted at any meeting unless a quorum of Committee Members and Club Delegates is present.
- 34.2 The quorum for a general meeting is the presence (physically or by proxy) of five (5) or 20% of the Committee Members and Club Delegates entitled to vote, whichever is the greater.
- 34.3 The quorum for a Committee Meeting and a Club Delegates Committee Meeting is the presence of a majority of the Committee Members holding office or, in the case of a Club Delegates Committee Meeting, the majority of those constituting the full membership of the Club Delegates Committee Meeting.
- 34.4 If a quorum is not present within thirty (30) minutes after the notified commencement time of a General Meeting:
 - (a) In the case of a meeting convened by, or at the request of, Member Golf Clubs under Clause 28.3 the meeting must be dissolved; or

- (b) In any other case:
 - (i) The meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment; and
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Member Golf Clubs within seven (7) days after the meeting.

34.5 If a quorum is not present within thirty (30) minutes after the time to which a General Meeting has been adjourned under Clause 34.4(b), the Committee Members and Club Delegates present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

34.6 If a quorum is not present within thirty (30) minutes after the notified commencement time of a Committee or Club Delegates Committee Meeting:

- (a) In the case of a Special General Meeting, the meeting lapses;
- (b) In any other case, the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Clause 31.

35 Adjournment of a General Meeting

35.1 The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Committee and Club Delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.

35.2 Without limiting Clause 35.1, a meeting may be adjourned:

- (a) If there is insufficient time to deal with the business at hand; or
- (b) To give the Committee Members and Club Delegates more time to consider an item of business.

35.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

35.4 Notice of the adjournment of a meeting under this Clause is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with Clause 30.2.

36 Voting at General Meetings

36.1 On any question arising at a General Meeting:

- (a) Subject to Clauses 13.4 and 36.3, each Club Delegate and each Committee Member, who is entitled to vote, has one vote; and
- (b) Club Delegates may vote personally or by proxy (see Clause 32); and
- (c) Except in the case of a Special Resolution, the question must be decided on a majority of votes.

36.2 If votes are divided equally on a question, the resolution is lost.

36.3 If the question is whether to confirm the Minutes of a previous meeting, only Club Delegates and Committee Members who were present at that meeting may vote.

37 Voting at Committee Meetings and Club Delegate Committee Meetings

37.1 On any question arising at a Committee Meeting, each Committee Member present at the meeting has one (1) vote.

37.2 On any question arising at a Club Delegate Committee Meeting, each Committee Member and Club Delegate has one (1) vote.

- 37.3** A motion is carried if a majority of Committee Members (or total of Committee Members and Club Delegates Committee Members in the case of a Club Delegates Committee Meeting) are present at the meeting vote in favor of the motion.
- 37.4** Clause 37.2 does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Committee.
- 37.5** If votes are divided equally on a question, the Resolution is lost.
- 37.6** Voting by proxy is not permitted at Committee Meetings or Club Delegate Committee Meetings

38 Special Resolutions

A Special Resolution is passed if no less than three quarters of the Club Delegates voting at a General Meeting (whether in person or by proxy) vote in favor of the resolution.

39 Voting Procedure

- 39.1** At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) The chair; or
 - (b) A simple majority of the Club Delegates and Committee members present at the meeting.
- 39.2** Unless a poll is demanded under Clause 39.1, the chair's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The Declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Association's Minutes.
- 39.3** If a poll is duly demanded under Clause 39.1, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll shall be the resolution of the meeting.

40 Minutes of Meetings

- 40.1** The Secretary-Treasurer must ensure that Minutes are taken and kept of all meetings.
- 40.2** The Minutes must record the following:
- (a) The names of the Committee Members and Club Delegates in attendance;
 - (b) The names of any other person without voting rights in attendance;
 - (c) The business considered at the meeting;
 - (d) Any resolution on which a vote is taken and the result of the vote;
 - (e) Any material personal or related party interest disclosed under Clause 57.
- 40.3** In addition, the Minutes of each Annual General Meeting must include:
- (a) The names of the Committee Members and Club Delegates attending the meeting;
 - (b) Proxy forms given to the Chair of the meeting under Clause 32.6;
 - (c) The financial statements submitted to the Committee Members and Club Delegates in accordance with Clause 26.4 (b);
 - (d) The certificate signed by two (2) Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) Any audited accounts and Auditor's Report or report of a review accompanying the financial statements that are required under the Act.

PART 6: THE COMMITTEE

41 Powers of the Committee

- 41.1 The business of the Association must be managed by or under the direction of a Committee.
- 41.2 The Committee may meet as a Committee as constituted under Clause 44 or it may meet as a Club Delegates Committee comprising the elected Committee together with those Club Delegates properly appointed under Clause 15;
- 41.3 The Committee, either meeting as the Committee or as the Club Delegates Committee, may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by General Meetings of the Association.
- 41.4 The Committee may:
 - (a) Appoint and remove staff;
 - (b) Establish subcommittees with Charters and terms of reference it considers appropriate.

42 Power to make By-Laws

- 42.1 The Committee may formulate issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Association and the advancement of its Objects.
- 42.2 Such By-Laws must be consistent with this Constitution, the Constitution of Golf NSW, any By-Laws made by Golf NSW and any policy directives of the Committee.
- 42.3 A By-Law will not be effective until a copy of the By-Law, certified under the hand of the Secretary-Treasurer, has been sent to all Member Golf Clubs.
- 42.4 Subject to Clause 42.3, all By-Laws are binding on the Association and all Member Golf Clubs, Committee Members, Club Delegates and Associate Members.
- 42.5 All By-Laws of the Association in force at the date of the approval of this Constitution (as long as such By-Laws are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.
- 42.6 A By-Law may be rescinded by the Committee or by a resolution passed by a simple majority at a General Meeting.

43 Delegation

- 43.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
 - (a) This power of delegation; or
 - (b) A duty imposed on the Committee by the Act or any other law.
- 43.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 43.3 The Committee may, in writing, revoke a delegation wholly or in part.

44 Composition of the Committee

The Committee consists of the duly elected Committee Members referred to in Clause 52.1.

45 Responsibilities of Committee Members

- 45.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- 45.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members and Club Delegates comply with this Constitution.

- 45.3 Committee Members and Club Delegates must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 Committee Members and Club Delegates must exercise their powers and discharge their duties (a) in good faith in the best interests of the Association; and (b) for a proper purpose.
- 45.5 Committee Members and Club Delegates (and former Committee Members and Club Delegates) must not make improper use of (a) their position; or (b) information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 45.6 In addition to any duties imposed by this Constitution, Committee Members and Club Delegates must perform such other duties imposed from time to time by resolution at a General Meeting.

46 President and Vice-President

- 46.1 Subject to Clause 46.2 the President or, in the President's absence, the Vice-President is the Chair for all meetings other than any sub-committee meetings.
- 46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chair of the meeting must be
- (a) In the case of a General meeting, a Club Delegate elected by the other Club Delegates present; or
 - (b) In the case of a Committee Meeting, meeting as the Committee, a Committee Member elected by the other Committee Members present.
 - (c) In the case of a Committee Meeting, meeting as the Club Delegates Committee, a Committee Member elected by the other Committee Members and Club Delegates present.

47 Secretary-Treasurer as Secretary

- 47.1 The role of the Secretary-Treasurer embodies the role of Secretary and, as such, must:
- (a) As soon as practicable after being appointed, lodge notice with the Association of their address;
 - (b) Perform any duty or function required under this Constitution or under the Act to be performed by the Secretary of an Incorporated Association;
 - (c) Keep Minutes of all appointments of Committee Members and Club Delegates;
 - (d) Keep Minutes of proceedings and the names of attendees at all Committee Meetings, Club Delegate Committee Meetings and General Meetings of the Association;
 - (e) Maintain the register of Member Golf Clubs in accordance with Clauses 12, 19.2, 20 and 22.1;
 - (f) Maintain the Register of Club Delegates entitled to vote at Club Delegate Committee Meetings and at General Meetings;
 - (g) Keep custody of all books, documents and securities of the Association in accordance with Clause 66; and
 - (h) Subject to the Act and this Constitution, provide Member Golf Clubs with access to the Register of Member Golf Clubs, the Register of Club Delegates, and the Minutes of General Meetings and other books and documents.

48 Secretary-Treasurer as Treasurer

- 48.1 The role of the Secretary-Treasurer embodies the role of Treasurer and, as such, must:
- (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

- (b) Ensure that all moneys received are paid into the account of the Association within five (5) working days after receipt;
- (c) Make any payments authorized by the Committee, a Club Delegates Committee Meeting or by a General Meeting of the Association from the Association's funds;
- (d) Ensure cheques are signed by at least two (2) Committee Members;
- (e) Ensure all e-bank transfers are appropriately authorized;
- (f) Ensure that the financial records of the Association are kept in accordance with the Act; and
- (g) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.

48.2 The Committee must ensure that at least one other Committee Member, in addition to the Treasurer, has access to the accounts and financial records of the Association.

49 Existing Committee

- 49.1 Committee Members of the Association in office immediately prior to the approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution.
- 49.2 After this Annual General Meeting, the positions of Committee Members shall be vacated, filled and otherwise dealt with in accordance with this Constitution.

50 Positions to be Declared Vacant

- 50.1 This Clause applies to:
 - (a) The first Annual General Meeting of the Association after its incorporation; or
 - (b) Any subsequent Annual General Meeting of the Association, after the Annual Report and financial statements of the Association have been received and the business of the Meeting have been concluded.
- 50.2 The Committee Members and Club Delegates present may elect a Chair from amongst those Committee Members and Club Delegates who have not been nominated for any position.
- 50.3 The Chair of the meeting elected under Clause 50.2 must declare all positions on the Committee vacant and hold elections for those positions at the Annual General Meeting in accordance with Clauses 51 to 54.

51 Nominations and Eligibility

- 51.1 At least twenty-eight (28) days prior to the Annual General Meeting, the Committee must call for nominations to fill those positions to be declared vacant under Clause 50.3.
- 51.2 Nominations must be in writing, signed by two financial members of Member Golf Clubs and the Nominee, and delivered to the Secretary-Treasurer at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place;
- 51.3 A person who is a financial member of a Member Golf Club with at least twelve (12) months good standing is eligible to be elected or appointed as a Committee Member if the person is 18 years or over and is otherwise entitled to vote at a General Meeting of their own Member Golf Club.

52 Election of Committee Members

- 52.1 At the Annual General Meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary-Treasurer;

- (d) Captain;
- (e) Vice-Captain
- (f) Publicity Officer
- (g) Junior Development Officer

52.2 A Committee Member may hold up to two (2) offices, other than those of:

- (a) the President and Vice-President;
- (b) the Captain and Vice-Captain.

52.3 No Committee Member may hold the one (1) office for more than five (5) years in succession although after doing so they may be elected to another position

52.4 If only one candidate is nominated for a position, the Chair of the meeting must declare the nominee elected to the position.

52.5 If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the Annual General Meeting in accordance with Clause 51.3

52.6 If more than one candidate is nominated, a ballot must be held in accordance with Clause 53.

53 Ballot

53.1 If a ballot is required for the election for a position, the Chair of the meeting must appoint a person to act as returning officer to conduct the ballot.

53.2 The returning officer must not be a person nominated for the position nor a member of a Member Golf Club of which a candidate is a member.

53.3 Before the ballot is taken, each candidate may make a short statement in support of his or her election.

53.4 The election must be by secret ballot.

53.5 The returning officer must give a blank piece of paper to:

- (a) Each Club Delegate present in person; and
- (b) Each proxy appointed by a Member Golf Club.

53.6 The voter must write on the ballot paper the name of the candidate for whom they wish to vote.

53.7 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

53.8 The returning officer must declare elected the candidate who received the most votes.

53.9 If the returning officer is unable to declare the result of an election under Clause 53.8 because 2 or more candidates received the same number of votes, the returning officer must:

- (a) With the agreement of those candidates, decide by lot which of them is to be elected; or
- (b) Conduct a further election for the position in accordance with Clauses 53.4 to 53.8 to decide which of those candidates is to be elected.

54 Term of Office

54.1 Subject to Clause 55, a Committee Member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.

54.2 A Committee Member may be re-elected subject to the conditions set out in Clause 52.3.

55 Vacation of office

55.1 A Committee Member may resign from the Committee by written notice addressed to the Committee.

55.2 A person ceases to be a Committee Member if they:

- (a) Cease to be a financial member of a Member Golf Club; or

- (b) Fail to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under Clause 58; or
- (c) Otherwise ceases to be a Committee Member by virtue of the Act.

55.3 A General Meeting of the Association may:

- (a) By Special Resolution remove a Committee Member from office; and
- (b) Elect a person who is a member of a Member Golf Club to fill the vacant position in accordance with Clause 56.

55.4 A Committee Member who is the subject of a proposed Special Resolution under Clause 55.3(a) may make representations in writing to the Secretary-Treasurer or President (not exceeding a reasonable length) and may request that the representations be provided to the Member Golf Clubs.

55.5 The Secretary-Treasurer or the President may give a copy of the representations to each Member Golf Club or, if they are not so given, the Committee Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

56 Casual Vacancies

56.1 The Committee may appoint a financial member of a Member Golf Club with at least twelve (12) months good standing at the Member Golf Club, to fill a position on the Committee that:

- (a) Has become vacant under Clause 55; or
- (b) Was not filled by election at the last Annual General Meeting.

56.2 If the position of Secretary-Treasurer becomes vacant, the Committee must appoint a financial member of a Member Golf Club with at least twelve (12) months good standing at the Member Golf Club to the position within fourteen (14) days after the vacancy arises.

56.3 Clause 54 applies to any Committee Member appointed by the Committee under Clause 56.1 or 56.2.

56.4 The Committee may continue to act despite any vacancy in its membership.

57 Conflict of Interest

57.1 A Committee Member or Club Delegate who has a material personal interest, either directly or through a related party, in a matter being considered at a Committee or Club Delegate Committee Meeting must disclose the nature and extent of that interest to the Committee.

57.2 The Committee Member or Club Delegate:

- (a) Must not be present while the matter is being considered at the meeting; and
- (b) Must not vote on the matter.

57.3 This Clause does not apply to a material personal interest:

- (a) That exists only because the Committee Member or Club Delegate belongs to a class of persons for whose benefit the Association is established; or
- (b) That the Committee Member or Club Delegate has in common with all, or a substantial proportion of, the Member Golf Clubs.

58 Leave of Absence

58.1 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding three (3) months.

58.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

PART 7: FINANCIAL MATTERS

59 Source of Funds

- 59.1 The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- 59.2 The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association.

60 Management of Funds

- 60.1 The Association must open an account with a reputable and secure financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
- 60.2 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 60.3 The Committee may authorize the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 60.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments in excess of the specified limit referred to in Clause 60.3 must be signed/authorized by two (2) Committee Members.
- 60.5 All e-bank transfers in excess of the specified limit referred to in Clause 60.3 must be appropriately authorized.
- 60.6 All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt.
- 60.7 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

61 Financial Records

- 61.1 The Association must keep financial records that:
- (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- 61.2 The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- 61.3 The Secretary-Treasurer must keep in custody, or under their control:
- (a) The financial records for the current financial year; and
 - (b) Any other financial records as authorized by the Committee.

62 Financial Statements

- 62.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 62.2 Without limiting Clause 62.1, those requirements include:
- (a) The preparation of the financial statements;
 - (b) The review or auditing of the financial statements in accordance with the Act;
 - (c) The certification of the financial statements by the Committee;
 - (d) The submission of the financial statements to the Annual General Meeting of the Association;
 - (e) The lodgment of the financial statements and accompanying reports, certificates, statements and fee in accordance with the Act.

PART 8 - GENERAL MATTERS

63 Official Address

The official address of the Association is:

- 63.1 The address determined from time to time by resolution of the Committee.
- 63.2 If the Committee has not determined an address to be the registered address, the physical address of the Secretary-Treasurer.

64 Insurance

The Association may effect and maintain such insurance as the Committee considers it desirable to maintain.

65 Notice Requirements

- 65.1 Any notice required to be given to a Member Golf Club, a Committee Member or a Club Delegate under this Constitution may be given:
 - (a) By handing the notice to the Member Golf Club, Committee Member or a Club Delegate personally;
 - (b) By sending it by post to the Member Golf Club, Committee Member or a Delegate Member at the address recorded for the member on the register of Members; or
 - (c) By electronic transmission.
- 65.2 Clause 65.1 does not apply to notice given under Clause 31.5.
- 65.3 Any notice required to be given to the Association or the Committee may be given:
 - (a) By handing the notice to a Member of the Committee;
 - (b) By sending the notice by post to the registered address;
 - (c) By leaving the notice at the registered address; or
 - (d) If the Committee determines that it is appropriate in the circumstances by electronic transmission to the Association or the Secretary-Treasurer.

66 Custody and Inspection of Books and Records

- 66.1 Member Golf Clubs may on request inspect free of charge:
 - (a) The Register of Member Golf Clubs;
 - (b) The Register of Club Delegates;
 - (c) The Minutes of General Meetings; and
 - (d) Subject to Clause 66.2, the financial records, books, securities and any other relevant document of the Association including Minutes of Committee Meetings.
- 66.2 The Committee may refuse to permit a Member Golf Club to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 66.3 The Committee must on request make copies of this Constitution available to Member Golf Clubs and applicants for Membership of the Association, free of charge.
- 66.4 Subject to Clause 66.2, a Member Golf Club may make a copy of any of the other records of the Association referred to in this Clause and the Association may charge a reasonable fee for provision of a copy of such a record.

- 66.5 For the purposes of this Clause, the term “*relevant documents*” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- (a) The records of its Member Golf Clubs;
 - (b) Its Register of Club Delegates;
 - (c) Its financial statements;
 - (d) Its financial records;
 - (e) Records and documents relating to transactions, dealings, business or property of the Association.

67 Winding Up

- 67.1 The Association may be wound up voluntarily by Special Resolution passed at a General Meeting of its Member Golf Clubs as represented by Club Delegates.
- 67.2 In the event of the winding up of the Incorporation of the Association, the surplus assets of the Association must not be distributed to any Member Golf Clubs or former Member Golf Clubs of the Association, nor may they be distributed to any current or former Committee Members or current or former Club Delegates.
- 67.3 Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- 67.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

68 Alteration of Constitution

This Constitution may be altered, added to or rescinded only by Special Resolution of a General Meeting of the Association.