

**RULES OF
GOULBURN MURRAY GOLF
ASSOCIATION INCORPORATED**

Under the

**ASSOCIATIONS INCORPORATION
REFORM ACT 2012
(VICTORIA)**

PART 1—PRELIMINARY

1. Name

Registered Name: Goulburn Murray Golf Association Incorporated
Registered Address: Address of Secretary in accordance with Clause 72 (d)
Registered Number: A0004610S

2. Purposes

The purposes of **the Association** are—

- to represent all golf clubs affiliated with the Goulburn Murray Golf Association (**GMGA**) and their members;
- to provide administrative and golf support for affiliated **GMGA** golf clubs;
- to adopt and implement relevant policies of Golf Victoria and Golf Australia;
- to encourage pennant and other competitions within the **district** and to regulate and control such activities;
- to select all **district** representative teams;
- to allot, regulate and fix dates for **district** club tournaments and open meetings;
- to collect and supply the funds of **the Association** in such manner that **the Association** believes to be in the best interests of golf within the **district**;

3. Financial year

The **financial year** of **the Association** is each period of 12 months ending on 30 September.

4. Definitions

In these Rules—

absolute majority, of the **Committee**, means a majority of the **committee** members currently holding office and entitled to vote at the time (as distinct from a majority of **committee members** present at a **committee meeting**);

associate member means a member referred to in rule 14(1);

chairperson, of a **General Meeting** or **committee meeting**, means the person chairing the meeting as required under rule 46;

committee means the **Committee** having management of the business of **the Association**;

committee meeting means a meeting of the **Committee** held in accordance with these Rules;

committee member means a member of the **Committee** elected or appointed under Division 3 of Part 5;

delegate means the member of a **member club** of **the Association**, nominated by their club to attend and authorised to vote at a **General Meeting**.

disciplinary appeal meeting means a meeting of the **member club** of **the Association** convened under rule 23(3);

disciplinary meeting means a meeting of the **Committee** convened for the purposes of rule 19;

disciplinary subcommittee means the subcommittee appointed under rule 20;

district means the region or geographical area defined by Golf Victoria from time to time;

financial year means the 12-month period specified in rule 3;

General Meeting means a **General Meeting** of the **member clubs** of **the Association** convened in accordance with Part 4 and includes a **delegates** meeting, an annual **General Meeting**, a special **General Meeting** and a **disciplinary appeal meeting**;

GMDGA means the Goulburn Murray **District** Golf Association Incorporated, also known as **the Association**;

member means a financial member of a **member club**

member club means a club which is a financial member of **the Association**;

member club entitled to vote means a **member club** who under rule 13(2) is entitled to vote at a **General Meeting**;

special resolution means a resolution that requires not less than three-quarters of the **member clubs** voting at a **General Meeting**, whether in person or by proxy, to vote in favour of the resolution;

the Act means **the Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Association means the Goulburn Murray **District** Golf Association Incorporated, also known as **GMDGA**;

the Registrar means **the Registrar** of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to **the Act**, **the Association** has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (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.
- (3) **The Association** may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Application of Income

- (1) The income and property of **the Association** shall be applied solely towards the promotion of the objects of **the Association** as set out in this Statement of Purposes.
- (2) Except as prescribed in this Statement of Purposes:
 - (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any **member club**; except if possible, under Clause 75 in respect of the winding up or cancellation of the Association, and
 - (b) **The Association** may pay an honorarium to any **member** or **committee** person of **the Association**, as fixed each year by resolution at **the Association's** Annual **General Meeting**.
 - (c) Nothing contained in clauses 6.2.a or 6.2.b shall prevent payment in good faith of or to any **member club** for:
 - (i) any service actually rendered to **the Association** whether as an employee or otherwise;
 - (ii) goods supplied to **the Association** in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Individual;
 - (iv) rent for premises demised or let by any Individual to **the Association**;
 - (v) any legitimate out-of-pocket expenses incurred by the individual on behalf of **the Association**;
 - (vi) any other reason;or
provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of *member clubs*

The Association must have a minimum of 5 member clubs or at least those number of *member clubs* as may be determined by Golf Victoria from time to time, to keep the *district* operative and viable.

8. Who is eligible to be a *member club*

A golf club located in the *district* which supports the purposes of *the Association* and applies for and is approved for membership as provided in these Rules is eligible to be a *member club* of *the Association* on payment of the joining fee and annual subscription payable under these Rules

Any member of a *member club* or *committee member* who has rendered outstanding service to the *Association* may be elected as a Life Member of the *Association*.

- (a) This distinction shall be conferred only at an Annual *General Meeting*.
- (b) The distinction shall carry with it the right to attend and speak at all *general meetings* of the *Association*, but not to vote unless otherwise qualified.
- (c) Recommendations for life membership shall be submitted to the committee in writing by two *members* who shall set out the details of services rendered.
- (d) No person shall be elected a life member of the *Association* unless the affirmative votes be 75% of the total voting strength of the Annual *General Meeting*.
- (e) A life members badge and certificate of recognition shall be awarded.
- (f) Life members of the Goulburn Valley Ladies Association Inc. and the Goulburn Valley District Golf Association will be recognised as life members of the amalgamated *Association*, bound by this constitution.

9. Application for membership

- (1) To apply to become a *member club* of *the Association*, a golf club must submit a written application to the *Committee* stating that the golf club—
 - (a) wishes to become a *member club* of *the Association*; and
 - (b) supports the purposes of *the Association*; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed for and on behalf of the applicant by two authorised persons;
 - (b) may be accompanied by the joining fee; and
 - (c) must comply with any requirements prescribed by the *Committee* from time to time.

10. Consideration of application

- (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.
- (2) The **Committee** must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the **Committee** rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11. New membership

- (1) If an application for membership 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 must, as soon as practicable, enter the name and address of the new **member club**, and the date of becoming a **member club**, in the register of **member clubs**.
- (2) A golf club becomes a **member club** of **the Association** and, subject to rule 12(3), is entitled to exercise its rights of membership from the date, whichever is the later, on which—
 - (a) the **Committee** approves the golf club's membership; or
 - (b) the golf club pays the joining fee.

12. Annual subscription and fee on joining

- (1) At each annual **General Meeting**, **the Association** must determine—
 - (a) the amount of the annual subscription (if any); and
 - (b) the date for payment of the annual subscription.
 - (c) any other levys considered necessary from time to time
- (2) **The Association** may determine that an annual subscription is payable by **associate members**.
- (3) **The Association** may determine that any new **member club** who joins after the start of a **financial year** must, for that **financial year**, pay a fee equal to—
 - (a) the full annual subscription; or
 - (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 Association**.
- (4) The rights of a **member** (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (5) **The Association** may determine a joining fee for new **member clubs** entering **the Association**.

13. General rights of *member clubs*

- (1) A *member club* of *the Association* who is entitled to two (2) votes has the right—
 - (a) to receive notice of *General Meetings* and of proposed *special resolutions* in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a *General Meeting*; and
 - (c) to attend and be heard at *General Meetings*; and
 - (d) to vote at a *General Meeting*; and
 - (e) to have access to the minutes of *General Meetings* and other documents of *the Association* as provided under rule 74; and
 - (f) to inspect the register of *member clubs*.
- (2) A *member club* is entitled to vote if—
 - (a) the *member* is a *member club* other than an *associate member*; and
 - (b) more than 10 business days have passed since they became a *member club* of *the Association*; and
 - (c) the *member club*'s membership rights are not suspended for any reason.

14. Associate members

- (1) *Associate members* of *the Association* include any category of *member* as determined by *special resolution* at a *General Meeting*.
- (2) An *associate member* must not vote but may have other rights as determined by the *Committee* or by resolution at a *General Meeting*.

15. Rights not transferable

The rights of a *member club* are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a golf club ceases on resignation, expulsion or when the *member club* ceases to be a club in its own right.
- (2) If a golf club ceases to be a *member club* of *the Association*, the Secretary must, as soon as practicable, enter the date the golf club ceased to be a *member club* in the register of *member clubs*.

17. Resigning as a *Member club*

- (1) A *member club* may resign by notice in writing given to *the Association*.
- (2) A *member club* is taken to have resigned if—
 - (a) the *member club*'s annual subscription is in arrears for more than the period prescribed by the *Committee* from time to time; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the *member club* to confirm that they wish to remain a *member club*; and
 - (ii) the *member club* has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a *member club*.

18. Register of *Member clubs*

- (1) The Secretary must keep and maintain a register of *member clubs* that includes—
 - (a) for each current *member club*—
 - (i) the *member club*'s name;
 - (ii) the address for notice last given by the *member club*;
 - (iii) the date of becoming a *member club*;
 - (iv) if the *member club* is an *associate member*, a note to that effect;
 - (v) any other information determined by the *Committee*; and
 - (b) for each former *member club*, the date of ceasing to be a *member club*.
- (2) Any *member club* may, at a reasonable time and free of charge, inspect the register of *member clubs*.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

The Association may take disciplinary action against a *member* or *member club* in accordance with this Division if it is determined that the *member* or *member club*—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of *the Association*; or
- (c) has engaged in conduct prejudicial to *the Association*.

20. *Disciplinary subcommittee*

- (1) If the *Committee* is satisfied that there are sufficient grounds for taking disciplinary action against a *member* or *member club*, the *Committee* must appoint a *disciplinary subcommittee* to hear the matter and determine what action, if any, to take against the *member club*.
- (2) The members of the *disciplinary subcommittee*—
 - (a) may be *Committee members*, members of *member clubs* of *the Association* or anyone else; but
 - (b) must not be biased against, or in favour of, the *member club* concerned.

21. Notice to *member club*

- (1) Before disciplinary action is taken against a *member* or *member club*, the Secretary must give written notice to the *member club*—
 - (a) stating that *the Association* proposes to take disciplinary action against the *member* or *member club*; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the *disciplinary subcommittee* intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the *member* or *member club* that it may do one or both of the following—

- (i) attend the **disciplinary meeting** and address the **disciplinary subcommittee** at that meeting;
 - (ii) give a written statement to the **disciplinary subcommittee** at any time before the disciplinary meeting; and
- (e) setting out the **member** or **member club**'s appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the **disciplinary meeting** is held.

22. Decision of subcommittee

- (1) At the disciplinary meeting, the **disciplinary subcommittee** must—
 - (a) give the **member** or **member club** an opportunity to be heard; and
 - (b) consider any written statement submitted by the **member** or **member club**.
- (2) After complying with sub rule (1), the **disciplinary subcommittee** may—
 - (a) take no further action against the **member** or **member club**, or
 - (b) subject to sub rule (3)—
 - (i) reprimand the **member** or **member club**; or
 - (ii) suspend the **member** from competition or representation or suspend the membership rights of the **member club** for a specified period; or
 - (iii) expel the **member club** from **the Association** or may refer the matter to Golf Victoria.
- (3) The **disciplinary subcommittee** may not fine the **member** or **member club**.
- (4) The suspension of membership rights or the expulsion of a **member club** by the **disciplinary subcommittee** under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A **member** or **member club** whose membership rights have been suspended or who has been expelled from **the Association** under rule 21 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the **disciplinary subcommittee** immediately after the vote to suspend or expel the **member** or **member club** is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a **member** or **member club** has given notice under sub rule (2), a **disciplinary appeal meeting** must be convened by the **Committee** as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the **disciplinary appeal meeting** must be given to each **member club** of **the Association** who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—

- (i) the name of the **member** or **member club** against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the **disciplinary appeal meeting** the **member clubs** present must vote on whether the decision to suspend or expel the **member** or **member club** should be upheld or revoked.

24. Conduct of **disciplinary appeal meeting**

- (1) At a **disciplinary appeal meeting**—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the **Committee** must state the grounds for suspending or expelling the **member** or **member club** and the reasons for taking that action; and
 - (c) the **member** or **member club** whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the **member clubs** present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the **member** or **member club** should be upheld or revoked.
- (3) A **member** may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the **member clubs** voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a **member club** and another **member club**;
 - (b) a **member club** and the **Committee**;
 - (c) a **member club** and **the Association**.
- (2) A **member 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.

26. Parties must attempt to resolve the dispute

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.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the **Committee** of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a **member club** and another **member club**—a person appointed by the **Committee**; or
 - (ii) if the dispute is between a **member club** and the **Committee** or **the Association**—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the **Committee** may be a **member** of a **member club** or former **Committee** member of **the Association** but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with **the Act** or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30. Annual General Meetings

- (1) The **Committee** must convene an annual **General Meeting** of **the Association** to be held within 5 months after the end of each **financial year**.
- (2) The **Committee** may determine the date, time and place of the annual **General Meeting**.
- (3) 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**, and
 - (ii) the financial statements of **the Association** for the preceding **financial year** submitted by the **Committee** in accordance with Part 7 of **the Act**;
 - (c) to elect the members of the **Committee**;

- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual **General Meeting** may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special **General Meetings**

- (1) Any **General Meeting** of *the Association*, other than an annual **General Meeting** or a **disciplinary appeal meeting**, is a special **General Meeting**.
- (2) The **Committee** may convene a special **General Meeting** whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

32. Special **General Meeting** held at request of *member clubs*

- (1) The **Committee** must convene a special **General Meeting** if a request to do so is made in accordance with sub rule (2) by at least 4 of the total number of *member clubs*.
- (2) A request for a special **General Meeting** must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the *member clubs* and their **delegates** requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the **Committee** does not convene a special **General Meeting** within one month after the date on which the request is made, the *member clubs* making the request (or any of them) may convene the special **General Meeting**.
- (4) A special **General Meeting** convened by *member clubs* under sub rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) **The Association** must reimburse all reasonable expenses incurred by the *member clubs* convening a special **General Meeting** under sub rule (3).

33. Notice of **General Meetings**

- (1) The Secretary (or, in the case of a special **General Meeting** convened under rule 32(3), the *member clubs* convening the meeting) must give to each *member club* of *the Association*—
 - (a) at least 21 days' notice of a **General Meeting** if a **special resolution** is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a **General Meeting** in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and

- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (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 rule 34(5).
- (3) This rule does not apply to a **disciplinary appeal meeting**.
- (4) Notices of motion to be submitted
 - (a) **Delegates** shall be entitled to submit notices of motion. All notices of motion for inclusion as special business at a **General Meeting** must be submitted in writing to the Secretary not less than twenty-one (21) days (excluding receiving date and meeting date) prior to the **General Meeting**.
 - (b) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at the subsequent **General Meeting** or at any **General Meeting** for a period of twelve (12) months.

34. Proxies

- (1) A **member club** may appoint another **member club** as its proxy to vote and speak on its behalf at a **General Meeting** other than at a **disciplinary appeal meeting**.
- (2) The appointment of a proxy must be in writing and signed by an authorised representative of the **member club** making the appointment.
- (3) The **member 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 club** in any matter as they see fit.
- (4) A proxy vote must be on the form provided in Annexure 2.
- (5) Notice of a **General Meeting** given to a **member club** under rule 33 must—
 - (a) state that the **member club** may appoint another **member club** 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.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by **the Association** no later than 24 hours before the commencement of the meeting.

35. Use of technology

- (1) A **member club** not physically present at a **General Meeting** may be permitted to participate in the meeting by the use of technology that allows that **member club** and the **member clubs** present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a **member club** participating in a **General Meeting** as permitted under sub rule (1) is taken to be present at the meeting and, if the **member club** votes at the meeting, is taken to have voted in person.

36. Quorum at *General Meetings*

- (1) No business may be conducted at a **General Meeting** unless a quorum of **member clubs** is present.
- (2) The quorum for a **General Meeting** is the presence (physically, by proxy or as allowed under rule 35) of a majority of the **member clubs** entitled to vote.
- (3) If a quorum is not present within 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 clubs** under rule 32—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 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 clubs** as soon as practicable after the meeting.
- (4) After the time to which a **General Meeting** has been scheduled as a result of the adjournment under sub rule (3)(b) if a quorum is not present within 30 minutes, the **member clubs** present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of *General Meeting*

- (1) The **Chairperson** of a **General Meeting** at which a quorum is present may, with the consent of a majority of **member clubs** present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the **member clubs** more time to consider an item of business.
- (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.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

38. Voting at *General Meeting*

- (1) On any question arising at a **General Meeting**—
 - (a) subject to sub rule (3), each **member club** can be represented by two **delegates**. Each **delegate** has one vote; and
 - (b) **member clubs** may vote in person or by proxy if appointed; and
 - (c) except in the case of a **special resolution**, the question must be decided on a majority of votes.
 - (d) The chairperson does not have a deliberative vote
- (2) If votes are divided equally on a question, the Chairperson may have a casting vote.

- (3) If the question is whether or not to confirm the minutes of a previous meeting, only **delegates** who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a **disciplinary appeal meeting** conducted under rule 23.

39. **Special resolutions**

A **special resolution** is passed if not less than three quarters of the **member clubs** voting at a **General Meeting** (whether in person or by proxy) vote in favour of the resolution.

40. **Determining whether resolution carried**

- (1) Subject to subsection (2), the **Chairperson** of a **General Meeting** may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
 and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more **member clubs** on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the **Chairperson** of the meeting; and
 - (b) the **Chairperson** must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the **Chairperson** or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the **Chairperson**.

41. **Minutes of General Meeting**

- (1) The **Committee** must ensure that minutes are taken and kept of each **General Meeting**.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual **General Meeting** must include—
 - (a) the names of the **delegates** and **member clubs** attending the meeting; and
 - (b) proxy forms given to the **Chairperson** of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the **member clubs** in accordance with rule 70; and
 - (d) the certificate signed by two **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 5—COMMITTEE

Division 1—Powers of *Committee*

42. Role and powers

- (1) The business of *the Association* must be managed by or under the direction of a *Committee*.
- (2) The *Committee* may exercise all the powers of *the Association* except those powers that these Rules or *the Act* require to be exercised by *General Meetings* of the *member clubs* of *the Association*.
- (3) The *Committee* may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of *members* of *member clubs* with terms of reference it considers appropriate.

43. Delegation

- (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.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the *Committee* considers appropriate.
- (3) The *Committee* may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of *Committee* and duties of members

44. Composition of *Committee*

The *Committee* consists of an executive of which is determined in by-law 2.1 and a general committee which is also determined in by-law 2.2

- (1) Each committee shall not have more than two representatives from the same *member club*
- (2) The Committee shall consist of the following members.
 - (a) President
 - (b) Secretary
 - (c) Treasurer
 - (d) Events Coordinator
 - (e) Development Coordinator
- (3) If for any reason the five Committee positions cannot be filled, the position of Treasurer may be combined with the position of Secretary.

45. General Duties

- (1) As soon as practicable after being elected or appointed to the **Committee**, each **committee member** must become familiar with these Rules and **the Act**.
- (2) The **Committee** is collectively responsible for ensuring that **the Association** complies with **the Act** and that individual members of the **Committee** comply with these Rules.
- (3) **Committee members** must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) **Committee members** 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.
- (5) **Committee members** and former **committee members** 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**.
- (6) In addition to any duties imposed by these Rules, a **committee member** must perform any other duties imposed from time to time by resolution at a **General Meeting**.
- (7) The **Committee** is empowered to make and review By-Laws as is deemed necessary for **the Association**.

46. President

- (1) Subject to sub rule (2), the President or, in the President's absence, any other member of the Committee is the **Chairperson** for any **General Meetings** and for any **committee meetings**.
- (2) If the President, or any member of the Committee is unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a **General Meeting**—a **delegate** elected by the other **member clubs** present; or
 - (b) in the case of a **committee meeting**—a **committee member** elected by the other **committee members** present.

47. Secretary

- (1) The Secretary, who is the public officer of the **Association**, must undertake any duty or function required under **the Act** to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of **member clubs** in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of **the Association** under rule 71(2)(c) and, except for the financial records referred to in rule 69(3), all books, documents and securities of **the Association** in accordance with rules 69(2) and 74; and

- (c) subject to **the Act** and these Rules, provide **member clubs** with access to the register of **member clubs**, the minutes of **General Meetings** and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to **the Registrar** notice of their appointment within 14 days after the appointment.

48. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by **the Association** and issue receipts for those moneys in the name of **the Association**; and
 - (b) endeavour that all moneys received are paid into the financial account of **the Association** within 5 working days after receipt; and
 - (c) make any payments authorised by the **Committee** or by a **General Meeting of the Association** from **the Association's** funds; and
 - (d) ensure that all transactions for expenditure are approved by two committee members and are undertaken in the most efficient and up to date methods provided by the banking system.
- (2) The Treasurer must—
 - (a) ensure that the financial records of **the Association** are kept in accordance with **the Act**; and
 - (b) 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**.
- (3) The Treasurer must ensure that at least one other **committee member** has access to the accounts and financial records of **the Association**.

Division 3—Election of **Committee members** and tenure of office

49. Who is eligible to be a **Committee member**

A person who is a member and remains a member of a **member club** is eligible to be elected or appointed as a **committee member** if the person is 18 years or over.

An elected **committee** person shall cease to be a **member club delegate** upon election.

50. Positions to be declared vacant

- (1) This rule 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.
- (2) Subject to Rule 55, the Chairperson of the meeting must declare those positions on the **Committee** whose term of office has expired, vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

Prior to the election of each position, and at least twenty one (21) days prior to the election, the **Chairperson** of the meeting must call for nominations to fill that position.

Nominations must be received on the prescribed form (Annexure 3) no later than seven (7) days prior to the election date.

- (3) Any **member** of a **member club** of **the Association** may—
 - (a) with the nominee's consent, nominate a **member** of their own **member club**; or
 - (b) with the nominee's consent, nominate a **member** of another **member club**.
 - (c) All nominations must have an eligible seconder who is a **member** of a **member club** of **the Association**.
- (4) A member of a **member** of **the Association**, who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (5) Multiple nominations are not allowed. Once a candidate has been declared elected onto the **Committee**, they cannot continue to be a candidate for any other position on the **Committee**.
- (6) If nominations for a position have not been received prior to the night, then nominations can be taken from the floor.

52. Election of President and Other **Committee Members**.

- (1) At the annual **General Meeting**, separate elections may be held for each of the following positions subject to Rule 54 —
 - (a) President;
 - (b) Secretary
 - (c) Treasurer;
 - (d) Events Coordinator
 - (f) Development Coordinator
- (2) If only one member is nominated for a position, the **Chairperson** of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated for a position, or more than 2 nominations, a ballot must be held in accordance with rule 53.
- (4) On election, the new President must take over as **Chairperson** of the meeting.

53. Ballot

- (1) If a ballot is required for the election for a position, the **Chairperson** of the meeting must appoint a delegate or Life Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each registered **delegate** present in person; and

- (b) each proxy appointed by a **member club**.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

54. Term of office

- (1) In accordance with and subject to sub rule (4) and rule 55, a **committee member** holds office until the positions of the **Committee** are declared vacant at an annual **General Meeting**.
- (2) Each elected **committee** people's term of office shall be in accordance with by-law 5.
- (3) A **committee member** may be re-elected subject to the provisions of **the Associations** By-Laws.
- (4) 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 club** of **the Association** to fill the vacant position in accordance with this Division.
- (5) A **member** who is the subject of a proposed **special resolution** under sub rule (4)(a) may make representations in writing to the Secretary or President of **the Association** (not exceeding a reasonable length) and may request that the representations be provided to the **member clubs** of **the Association**.
- (6) The Secretary or the President may give a copy of the representations to each **member club** of **the Association** or, if they are not so given, the **member club** may require that they be read out at the meeting at which the **special resolution** is to be proposed.

55. Vacation of office

- (1) A **committee member** may resign from the **Committee** by written notice addressed to the **Committee**.
- (2) A person ceases to be a **committee member** if they —

- (a) cease to be a **member** of a **member club** of **the Association**; or
- (b) fail to attend 3 consecutive **committee meetings** (other than special or urgent **committee meetings**) without leave of absence under rule 65; or
- (c) otherwise cease to be a **committee member** by operation of section 78 of **the Act**.

56. Filling casual vacancies and enlisting help

- (1) The **Committee** may appoint an eligible **member** of a **member club** of **the Association** to fill a position on the **Committee** that—
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual **General Meeting**.
- (2) If the position of Secretary becomes vacant, the **Committee** must appoint a **member** of a **member club** of **the Association** to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any **committee member** appointed by the **Committee** under sub rule (1) or (2).
- (4) The **Committee** may continue to act despite any vacancy in its membership.
- (5) The Committee may enlist the help of any member of a Member Club or employee of Golf Australia to assist with the deliberations at all meetings or for specific items. Such and enlisted helper will not have voting rights.

Division 4—Meetings of Committee

57. Meetings of Committee

- (1) The **Committee** must meet a minimum of four (4) times per year.
- (2) The date, time and place of the first **committee meeting** must be determined by the members of the **Committee** as soon as practicable after the annual **General Meeting** of the Association at which the members of the **Committee** were elected.
- (3) Special **committee meetings** may be convened by the President or by any 4 members of the **Committee**.

58. Notice of meetings

- (1) Notice of each **committee meeting** must be given to each **committee member** no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one **committee meeting** at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special **committee meeting** is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each **committee member** by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an **absolute majority** of the **Committee**.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Procedure and order of business

- (1) The procedure to be followed at a meeting of a **Committee** must be determined from time to time by the **Committee**.
- (2) The order of business may be determined by the members present at the meeting.

61. Use of technology

- (1) A **committee member** who is not physically present at a **committee meeting** may participate in the meeting by the use of technology that allows that **committee member** and the **committee members** present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a **committee member** participating in a **committee meeting** as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

- (1) No business may be conducted at a **Committee meeting** unless a quorum is present.
- (2) The quorum for a **committee meeting** is the presence (in person or as allowed under rule 61) of a majority of **committee members** holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a **committee meeting**—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 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 rule 58.

63. Voting

- (1) On any question arising at a **committee meeting**, each **committee member** (other than the **chairperson**) present at the meeting has one vote.
- (2) A motion is carried if a majority of **committee members** present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an **absolute majority** of the **Committee**.
- (4) If votes are divided equally on a question, the **Chairperson** of the meeting then has a casting vote.
- (5) Voting by proxy is not permitted.

64. Conflict of interest

- (1) A **committee member** who has a material personal interest in a matter being considered at a **committee meeting** must disclose the nature and extent of that interest to the **Committee**.
- (2) The **committee member**—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the **committee member** belongs to a class of persons for whose benefit **the Association** is established; or
 - (b) that the **committee member** has in common with all, or a substantial proportion of, the **member clubs** of **the Association**.

65. Minutes of meeting

- (1) The **Committee** must ensure that minutes are taken and kept of each **committee meeting**.
- (2) The minutes must record the following—
 - (a) the names of the **committee members** in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 64.

66. Leave of absence

- (1) The **Committee** may grant a **committee member** leave of absence from **committee meetings** for a period not exceeding 3 months.
- (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 6—FINANCIAL MATTERS

67. Source of funds

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**.

68. Management of funds

- (1) **The Association** must open accounts with a financial institution from which all expenditure of **the Association** is made and into which all of **the Association's** revenue is deposited.
- (2) Subject to any restrictions imposed by a **General Meeting of the Association**, the **Committee** may approve expenditure on behalf of **the Association**.
- (3) The **Committee** may authorise 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.

- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 **committee members**, and, in keeping with Clause 48 (d) the Treasurer must ensure that any card or electronic or other methods of expenditure are administered in such a manner that two committee members approve the transaction.
- (5) All funds of **the Association** should be deposited into the financial account of **the Association** no later than 5 working days after receipt.
- (6) 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.

69. Financial records

- (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**.
- (2) **The Association** must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - (a) the financial records for the current **financial year**, and
 - (b) any other financial records as authorised by the **Committee**.

70. Financial statements

- (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.
- (2) Without limiting sub rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (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 lodgement with **the Registrar** of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

71. Common seal

- (1) **The Association** may have a common seal.
- (2) If **the Association** has a common seal—
 - (a) the name of **the Association** must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the **Committee** and the sealing must be witnessed by the signatures of two **committee members**;
 - (c) the common seal must be kept in the custody of the Secretary.

72. Registered address

The registered address of **the Association** is—

- (a) the address determined from time to time by resolution of the **Committee**; or
- (b) if the **Committee** has not determined an address to be the registered address—
the postal address of the Secretary.

73. Notice requirements

- (1) Any notice required to be given to a **member club** or a **committee member** under these Rules may be given—
 - (a) by handing the notice to the **member club** in person; or
 - (b) by sending it by post to the **member club** at the address recorded for the **member club** on the register of **member clubs**; or
 - (c) by email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to **the Association** or the **Committee** may be given—
 - (a) by handing the notice to a **member club** of the **Committee**; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the **Committee** determines that it is appropriate in the circumstances—
 - (i) by email to the email address of **the Association** or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of **the Association**.

74. Custody and inspection of books and records

- (1) **Member clubs** may on request inspect free of charge—
 - (a) the register of **member clubs**;
 - (b) the minutes of **General Meetings**;
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of **the Association**, including minutes of **Committee meetings**.

- (2) The **Committee** may refuse to permit a **member 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**.
- (3) The **Committee** must on request make copies of these rules available to **member clubs** and applicants for membership free of charge.
- (4) Subject to sub rule (2), a **member club** may make a copy of any of the other records of **the Association** referred to in this rule and **the Association** may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
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) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of **the Association**.

75. Winding up and cancellation

- (1) **The Association** may be wound up voluntarily by **special resolution**.
- (2) If upon winding up or cancellation of the Association there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus funds must be given up or transferred to one or more institutions or associations that have purposes similar to the purposes of the Association and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Association under or by virtue of this constitution.
- (3) The institutions or associations will be determined by a special resolution carried at a general meeting of the Association at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if an so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable purpose.
- (4) The body to which the surplus assets are to be given must be decided by **special resolution**.

Note: Under section 132 (5) of The Act, a Member Club may be a body corporate or an Association depending on their Rules of Association.

76. Alteration of Rules

These Rules may only be altered by **special resolution** of a **General Meeting of the Association** and submitted to the registrar for approval.

ANNEXURE 1:

Application for affiliation Goulburn Murray Golf Association Incorporated.

I, a duly authorised officer.....
of
("applicant")

of

Hereby apply (on behalf of the applicant) for acceptance of the applicant as an Affiliated Club of the Association. In the event of admission as an Affiliated Club, the applicant agrees to be bound by the Purposes, Rules, Regulations, policies and directives of the Association for the time being in force.

.....
(Signed for and on behalf of the Applicant by a duly authorised officer)
(Date)

Appointment notice

At a meeting of Golf Club
on it was resolved that in the event of acceptance as an Affiliated Club

(representative).....
of (representative's address).....
be the Club Delegate at General Meetings of the Association.

(Signature of duly authorised officer of applicant).....
(Title of duly authorised officer)

(Signature of representative, signifying consent).....
(Date)

ANNEXURE 2

Appointment of Proxy

Goulburn Murray Golf Association Incorporated.

Affiliated Club.....

I, being a duly authorised Club Delegate of an Affiliated Club of the Association thereby appoint

of

as my proxy to vote for me on behalf of my Affiliated Club at the General Meeting of the Association
(Annual General Meeting or special general meeting, as the case may be) to be

held on the day of

and at any adjournment of that meeting.

Instructions (if any)

I confirm that my Affiliated Club has authorised me (as Club Delegate) to vote in the manner in which
have authorised my proxy to vote.

(Signed)

(Date)

ANNEXURE 3

Nomination Form:

I(print name)

Of(Golf Club)

Hereby wish to accept Nomination for the Position of

..... Signature

..... Date

Seconded By:

I(print name)

Of(Golf Club)

Hereby wish to nominate

for the Position of

Date:.....

I Declare both the above named persons are current financial members of the

..... Golf Club

.....Club Captain or Authorised Person

..... Signature