

**ASSOCIATIONS INCORPORATION ACT 1981**

**BRISBANE DISTRICT GOLF ASSOCIATION INC.**

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**INCORPORATED 19TH MAY 1988**

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ASSOCIATIONS INCORPORATION ACT 1981

BRISBANE DISTRICT GOLF ASSOCIATION INC.

1 ESTABLISHMENT AND NAME OF THE ASSOCIATION

The Association is incorporated under the Associations Incorporation Act 1981 (in these Rules called “the Act”).

The name of the incorporated Association is ‘Brisbane District Golf Association Inc.’.

The incorporated Association is, in these Rules, called ‘the Association’.

2 OBJECT OF THE ASSOCIATION

The object of the Association is the regulation and supervision of the game of golf for golf clubs that are members of the Association.

The areas over which the Association may further its object are, in these Rules, called ‘the District of the Association’.

3 MEMBERSHIP OF THE ASSOCIATION

(a) Golf clubs that were members of the Association at the 17<sup>th</sup> of February 2005 continue as such until the membership is terminated under these Rules.

(b) Membership of the Association is limited to a properly constituted golf club that is the proprietor, or has control and direction under a lease or agreement, of a golf course .Life membership of the Association may be granted to individual persons as provided for in Rule 5.

(c) A golf club is taken to be properly constituted only if –

(i) its operations are regulated by a written constitution or body of rules; and

(ii) it has a committee of management that determines conditions under which golf is played on its golf course.

(d) A golf club becomes and is a member of the Association if -

(i) it is one referred to in paragraph (b); and

(ii) its application for membership of the Association is duly accepted by the Association under these Rules.

(e) Application for membership of the Association must be made as follows -

(i) the application must be duly completed in a form approved by the Management Committee of the Association (in these Rules called ‘the Management Committee’), be signed by the president and the secretary of the applicant club, and be given to the Association Secretary (in these Rules called ‘the Secretary’).

(ii) the application must state –

- the full name and address of the applicant club;
- the number of members of the applicant club in all categories of its membership;
- to the effect that the applicant club agrees to abide by and enforce all these Rules and lawful by-laws and decisions made by or on behalf of the Association;
- details of the applicant club's tenure of its golf course;
- the closing date of the applicant club's financial year;

and be accompanied by a copy of the constitution or governing rules of the applicant club, and by payment of the fee determined by the Management Committee.

- (f) Upon receipt of an application for membership and the requisite fee, the Management Committee must submit the application to the next ordinary general meeting of the Association with a view to the Association's acceptance or rejection of the application.

An application for membership is taken to be rejected by the Association unless its acceptance is approved by at least three-quarters of the Delegates present at the meeting that decides the matter.

- (g) Upon the acceptance or rejection of an application for membership, the Secretary must forthwith give the applicant club and to Golf Queensland a notice in writing of the decision.
- (h) A golf club that is a member of the Association is, in these Rules, called a 'Member Club'.
- (i) Within one month after an amendment of its constitution or governing rules becomes effective in law, a Member Club must give written notice of the amendment to the Association.

#### 4 POWERS OF THE ASSOCIATION

- (1) The Association has authority -
- (a) To control and regulate the following golf events played in the District of the Association –
- (i) pennant matches;
  - (ii) championships and other events held under the auspices of the Association;
  - (iii) Inter-District Golf Associations events.
- (b) To enforce in respect of golf events that the Association has authority to control and regulate, observance of –
- (i) the rules and etiquette of golf laid down by the Royal and Ancient Golf Club of St Andrews; and
  - (ii) the code of conduct formulated by the Association,

by all persons to whom the rules, etiquette, or code are expressed to apply.

- (c) To determine and control on behalf of Golf Queensland in the District of the Association such matters as may be required, and to collect and remit such fees as may be determined by Golf Australia and Golf Queensland..
- (d) To formulate a code of conduct for persons associated, as players or otherwise, with golf played under the control and regulation of the Association.
- (e) To maintain its affiliation with Golf Queensland and to represent Member Clubs before that body and before any other sporting body,
- (f) To decide questions in dispute relating to the game of golf submitted for its decision by a Member Club.
- (g) To co-ordinate, initiate or undertake arrangements in furtherance of the object of the Association and the interests of golf in the District of the Association including procuring contributions to the Association by way of donations, sponsorships ,annual subscriptions or otherwise.

(2) The Association has power –

- (a) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are wholly or in part similar to that of the Association: Provided that the Association shall not subscribe to or support with its funds any club, association or organisation that does not prohibit the distribution of its income and assets among its members to an extent at least equal to the stricture imposed on the Association by Rule 19(h).
- (b) in furtherance of the object of the Association, to buy, sell, and deal in all kinds of articles, commodities and provisions (solid or liquid) for Delegates and other persons.
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in furtherance of the object of, the Association: Provided that in case the Association shall take or hold any property subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (d) To enter into arrangements with any Government or Authority that are incidental or conducive to furtherance of the object or the exercise of the powers of the Association; to obtain from any such Government or Authority rights, privileges and concessions that the Association considers desirable to obtain to further its object or the exercise its powers; and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, remove or suspend such agents or employees as may be necessary or convenient for the purposes of the Association.
- (f) To remunerate any individual or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise, in placing or assisting to place or guaranteeing the placing of any unsecured notes,

debentures or other securities of the Association, or in or about the Association or its promotion or furtherance of its object.

- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences calculated to advance directly or indirectly the Association's interests, and to contribute to, subsidise or otherwise assist and take part in doing any such act.
- (h) To invest and deal with the funds of the Association not immediately required, in such manner as the Management Committee considers fit.
- (i) To take, or otherwise acquire, and hold shares, debentures or other securities of any body corporate.
- (j) In furtherance of the object of the Association to lend and advance money or give credit to any individual or body corporate, or to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by, and otherwise to assist, any individual or body corporate.
- (k) To borrow or raise money, either alone or jointly with any other person or legal entity, in such manner as the Management Committee considers proper and whether upon fluctuating advance account or overdraft or otherwise; to represent or secure any moneys and further advances borrowed or to be borrowed, alone or with others as aforesaid, by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security on the whole or part of the Association's assets present or future and to purchase, redeem or pay-off a liability so represented or secured.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) In furtherance of the object of the Association, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the assets and rights of the Association.
- (n) To take and hold mortgages liens or charges to secure payment of money due or to become due to the Association.
- (o) To take any gift of property, whether or not subject to any trusts, for the object of the Association but subject always to the proviso in sub-rule (c) of this paragraph.
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as the Management Committee considers expedient for the purpose of procuring contributions to the funds of the Association, by way of donations, annual subscriptions or otherwise.
- (q) To print and publish any newspapers, periodicals, books or leaflets that the Association considers desirable for the furtherance of its object.
- (r) In furtherance of the object of the Association to amalgamate with any incorporated association that has objects wholly or in part similar to that of the Association and that prohibits the distribution of its income and assets among

its members to an extent at least equal to the stricture imposed on the Association by Rule 19(h).

- (s) In furtherance of the object of the Association to purchase or otherwise acquire and undertake all or part of the assets, liabilities and engagements of any of the incorporated associations with which the Association is authorised to amalgamate.
- (t) In furtherance of the object of the Association to transfer all or part of the assets, liabilities and engagements of the Association to any of the incorporated associations with which the Association is authorised to amalgamate.
- (u) To make donations for patriotic, charitable, community purposes and disaster relief to member clubs.
- (v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (w) To do all lawful acts and things conducive to the furtherance of the object or the exercise of powers of the Association.

## 5 LIFE MEMBERSHIP

- (a) Honorary Life membership with the Association may be granted by resolution of an annual meeting of the Association upon nomination, and pursuant to action, that complies with this Rule.
- (b) Any 2 Delegates (whether or not either is also a member of the Management Committee) may nominate any person whom they consider to have rendered special services to the Association to be granted Honorary Life membership with the Association.
- (c) The nomination must be in writing signed by the 2 Delegates who make the nomination and must be given to the Secretary at least 28 days before the date of the next annual general meeting of the Association.
- (d) Upon nomination duly made, the Management Committee must ensure -
  - (i) that the business of the next annual general meeting of the Association includes a motion for a resolution on the nomination form.
  - (ii) that the notice of that meeting includes notice of an intention to move for such resolution.
- (e) A vote on the motion must be taken by secret ballot of Delegates present at the meeting and the motion is to be taken to have been defeated unless it is approved by at least three-quarters of the Delegates present at the meeting.
- (f) A Life member of the Association is entitled to attend meetings of the Association and to speak to matters before the meeting, but is not entitled to vote on any matter unless the life member attends also as a Delegate or a proxy for a Delegate.

## 6 REGISTER OF MEMBER CLUBS AND AFFILIATES

- (a) The Management Committee must cause a Register to be kept of –
  - (i) the names of all Member Clubs and their current Delegates; and
  - (ii) the names of all Life Affiliates of the Association; and
  - (iii) the addresses, telephone numbers and facsimile numbers (if any) of the entities and persons referred to in (i) or (ii); and
  - (iv) the number of members of all categories of each Member Club; and
  - (v) particulars of resignations, terminations, deaths, reinstatement's and other particulars as the Management Committee or a general meeting of the Association requires.
- (b) Each Member Club must maintain a list of its current members of all categories and submit the list to the Secretary of the Association upon request..
- (c) The Register must be open to inspection at reasonable times by any Delegate who applies to the Secretary for such inspection.

## 7 REPRESENTATION

- (a) Each Member Club is entitled to be represented in the Association by 2 duly authorised Delegates and their proxies, whose names shall be submitted to the Secretary of the Association by the 14<sup>th</sup> day of January each year.
- (b) Appointment of a Delegate must be certified to the Secretary by the secretary of the club that appoints the Delegate, stating therein the Delegate's full name and address, and particulars for purposes of communication.  
  
A person so appointed is, in these Rules, called a 'Delegate'.
- (c) A person is not an a Delegate under these Rules if the person is appointed by more than one Member Club.
- (d) If a Delegate appointed by a Member Club is unable to attend a meeting of the Association, a substitute person appointed by the Member Club and notified to the Secretary may act in the stead of that Delegate and may exercise the powers of that Delegate at the meeting.
- (e) An authorised Delegate remains as the representative of the Member Club that appointed the Delegate until –
  - (i) the club informs the Secretary that the appointee no longer represents the club; or
  - (iii) the appointee's status as Delegate is terminated under these Rules.

## 8 MEMBERSHIP FEES

- (a) Within 2 months after the closing date of a Member Club's financial year, each Member Club must pay to the Association a capitation fee per member of the club as the Association, in general meeting, determines from time to time.

The capitation fee is in respect of services performed by the Association during the ensuing 12 months.

- (b) An amount paid in any year by a Member Club to Golf Queensland as a capitation fee in respect of the club's membership of Golf Queensland may be deducted from the capitation fee payable to the Association in that year.
- (c) In each year, a Member Club must furnish to the Association with payment of its capitation fee a certificate signed by the secretary of the club stating the number of its members as at the closing date of the club's financial year.
- (d) If a deduction under sub-rule (b) has not been made from a capitation fee paid to the Association, a proportion of the fee shall be paid by the Association to Golf Queensland as agreed by Golf Queensland and the Association.
- (e) A Member Club that fails to pay a capitation fee as required by this Rule –
  - (i) is precluded from representation or voting at any meeting of the Association or Management Committee while the default continues; and
  - (ii) incurs a further liability as a debt due and owing to the Association in an amount determined by the Management Committee by way of penalty, which the Association may recover if it considers the delay in payment to be unreasonable.
- (f) For the purposes of this Rule the members of a Member Club are its members of all categories except –
  - (i) persons under the age of 14 who do not hold an Australian Golf Union Handicap; and
  - (ii) persons without playing rights on the club's golf course.

## 9 TERMINATION OF MEMBERSHIP OR REPRESENTATIVE STATUS

- (a) A Member Club may, subject to payment of all its liabilities to the Association, resign from the Association at any time by giving one month's notice in writing to the Secretary.

The resignation shall take effect at the time such notice is received by the Secretary and the liabilities are shown to have been paid, unless a later date is specified to that end in the notice when it shall take effect on that later date.

- (b) If –
  - (i) a Member Club has membership fees in arrear for at least 2 months or fails in any other respect to comply with a provision of these Rules that binds it; or
  - (ii) a Delegate is convicted of an indictable offence, or acts in a manner considered by the Management Committee to be injurious or prejudicial to the character or interests of the Association,

the Management Committee may, by its resolution made in accordance with this Rule 9, resolve that the membership of the Member Club, or the representative status of the Delegate, as the case may be, be terminated.



The Management Committee must give the Member Club or the Delegate full and fair opportunity to make answer to the matter alleged.

- (c) If the Management Committee resolves as authorised by paragraph (b), the Secretary must inform the Member Club or the Delegate (and the Member Club whose Delegate is involved) accordingly by notice in writing, which shall specify the reasons accepted by the committee as justifying the resolution.

The resolution shall have effect upon the giving of such notice.

- (d) If the representative status of a Delegate is the matter to be decided under this Rule 9, voting of the Management Committee shall be by secret ballot.

## 10 APPEALS AGAINST DECISIONS

- (a) Any of the following –

- A golf club whose application to become a Member Club is rejected;
- A Member Club whose membership of the Association is terminated;
- A Delegate whose representative status is terminated;
- A member of the Management Committee who is removed from the committee,

who is aggrieved by the decision may appeal as provided by this Rule.

- (b) Within one month after receiving written notice of a decision, the aggrieved person may lodge with the Secretary a notice of appeal against the decision.

- (c) A special general meeting of the Association must be convened within 3 months after receipt by the Secretary of notice of the appeal.

At the meeting, the appellant and the members of the Management Committee must be given full and fair opportunity to present their cases, and the appeal shall be determined by resolution of the meeting.

An appeal is taken to be successful if the resolution is approved by at least three-quarters of the Delegates present at the meeting, but otherwise it is taken to be unsuccessful.

If an appeal is successful, the decision appealed against is taken never to have been made and, if the successful appeal is against rejection of an application to become a Member Club, the application is taken to be accepted.

- (d) In a case where a notice of appeal is not lodged with the Secretary within the time limited by this Rule the right of appeal provided by this Rule lapses.

- (e) If a golf club whose application to become a Member Club is rejected –

- (i) does not lodge a notice of appeal under this Rule, or is unsuccessful in an appeal under this Rule; and

- (iv) does not otherwise challenge the rejection by recourse to law,

the Secretary must refund to the golf club the fee paid to the Association in connection with its application to become a Member Club.

11 GENERAL MEETINGS OF ASSOCIATION

- (a) All meetings of the Association shall be held on premises of a Member Club.
- (b) Ordinary general meetings of the Association must be held at least 4 times in each year on such dates appointed by the President, at intervals no greater than 4 months.
- (c) A special general meeting of the Association –
  - (i) may be convened by the President or Secretary at any time;
  - (ii) must be convened by the Secretary within 7 days of the Secretary's receipt of a requisition for a meeting signed by 10 or more Delegates.
- (d) A general meeting of the Association is convened by the Secretary giving written notice of the date appointed for the meeting –
  - (i) in the case of an ordinary meeting or a special meeting convened upon a requisition of Delegates – to all Delegates and to all Member Clubs at least 14 days before the appointed date;
  - (ii) in the case of a special meeting convened otherwise – to all Delegates and to all Member Clubs at such time before the appointed date as the convenor considers adequate.
- (e) Notice of a general meeting of the Association must clearly state the nature of the business of the meeting.

No business other than that stated in the notice may be transacted at a special general meeting.
- (f) A quorum for a general meeting of the Association is double the number of members of the management committee at the time the meeting is held, plus one.

Business must not be transacted at a meeting unless a quorum of Delegates is present.
- (g) If, within half an hour after the time appointed for commencement of a general meeting, a quorum of Delegates is not present –
  - (i) in the case of a special meeting, the meeting lapses;
  - (iii) in the case of an ordinary meeting, the meeting stands adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Management Committee determines.

If, within half an hour after the time for commencement of the meeting as adjourned, a quorum of Delegates is not present the Delegates present shall be a quorum.

12 PROCEDURES AT GENERAL MEETINGS

Unless otherwise provided by these Rules, at a general meeting -

- (a) The President shall preside as chairman, or if there is no President, or if he is not present within 15 minutes after the time appointed for commencement of the meeting, or is unwilling to act, the Vice-President shall be the chairman or if the Vice-President is not present or is unwilling to act then the Delegates present shall elect one of their number to be chairman of the meeting.
- (b) The chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- (c) Every question, matter or resolution shall be decided by a majority of votes of the Delegates present, except in the case of matters arising under Rules 3(f), 5, 10 and 23.
- (d) Every Delegate present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote.
- (e) Except where otherwise required by these Rules, voting shall be by show of hands or a division of Delegates, unless not less than one-fifth of the Delegates present demand a ballot, in which event there shall be a secret ballot.

The chairman shall appoint 2 Delegates to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- (f) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by a Delegate of a financial Member Club who applies to the Secretary for such inspection.

For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairman of that meeting or the chairman of the next Management Committee meeting that verifies their accuracy.

The minutes of every general meeting shall be signed by the chairman of that meeting or the chairman of the next following general meeting: Provided that the minutes of an annual general meeting shall be signed by the chairman of that meeting or the chairman of the next general meeting or annual general meeting.

- (g) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.

No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting, but in any other case, it is not necessary to give any notice of an adjournment or the business of an adjourned meeting.

- (a) The annual general meeting shall be held on a date within 3 months after the close of the Association's financial year as determined by the Management Committee.
- (b) The business to be transacted at an annual general meeting is -
  - (i) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - (ii) the receiving of the auditor's report on the audit of the books and accounts for the preceding financial year;
  - (iii) the election of the Management Committee.
  - (iv) the appointment of an auditor; and
  - (v) such other business as may properly be brought before the meeting.

14 MEMBERSHIP OF MANAGEMENT COMMITTEE

- (a) The Management Committee shall consist of the following persons, the majority of which must be Delegates of Member Clubs -
  - (i) A President and a Vice-President (in these Rules called "the President" and "the Vice-President" respectively);
  - (ii) A Treasurer; and
  - (iii) not more than 4 other members.
- (b) A member of the Management Committee -
  - (i) upon constitution of the Management Committee, is elected at an annual general meeting of the Association; and
  - (ii) upon filling a casual vacancy in membership of the Management Committee, is appointed by the existing members of the Management Committee.
- (c) A person is ineligible for election or appointment to the Management Committee if -
  - (i) the person is not a financial member of a Member Club designated as his home club, paying annual capitation fees to the BDGA.
  - (ii) the election or appointment would result in more than one member, as defined in (i), of a Member Club being Members of the Management Committee.

A person is ineligible for election as President or Vice-President having served 4 consecutive years of office in that position but may again be elected after the expiration of 1 year. A nomination for election, or an appointment, of an ineligible person to the Management Committee is ineffectual and must be disregarded.

- (d) If a person who is a member of the Management Committee ceases to comply with (c) (i) or (ii), that person thereby ceases to be such a member and a casual vacancy occurs in the membership of the committee.

- (e) Except when paragraph (d) or (h) of this Rule 14 applies, the term of office of a member of the Management Committee in any position -
  - (i) in the case of an elected member, commences upon the announcement of the result of the ballot taken in respect of the position and terminates upon the announcement of the result of a ballot taken in respect of the position at the next annual general meeting;
  - (ii) in the case of an appointed member, commences upon the making of the appointment and terminates upon the announcement of the result of the ballot taken in respect of the position at the next election of members of the Management Committee.
  
- (f) Elections of members of the Management Committee are also subject to the following provisions -
  - (i) nominations for election to any position must be in writing signed by any 2 of the Delegates or Members of the Management Committee and be endorsed with, or be accompanied by, the nominee's consent to the nomination.
  - (ii) each nomination must be with the Secretary at least 21 days before the date of the annual general meeting at which the election is to be held.
  - (iii) an election must be determined separately in respect of each position to be filled, and if there are more nominees than one for any position, must be determined by secret ballot of the Delegates present, and the successful nominee is the Delegate who receives a majority of the votes cast in the ballot.
  - (iv) if there be only one nominee for election to any position, that nominee shall be taken to have been duly elected to the position, and shall be so declared subject (a).
  - (v) if, at an annual general meeting of the Association and following the declaration of persons elected, there remains a vacancy in any position, nomination of persons for election to the position may be made and accepted from among those present at the meeting.

The provisions of this paragraph (f) other than sub-paragraph (ii) apply to a nomination made and accepted under sub-paragraph (v) and to the election of persons so nominated.

- (g) A member of the Management Committee may resign from the committee at any time, by giving a minimum of 21 days written notice of resignation, unless a later date is specified to that end in the notice, when it shall take effect.

A resignation takes effect when the notice is received by the Secretary unless a later date is specified to that end in the notice, when it shall take effect on the later date.

- (h) If a member of the Management Committee –
  - (i) is convicted of an indictable offence; or

- (ii) in the opinion of one or both of the Delegates of at least 2 Member Clubs, acts in a manner injurious or prejudicial to the character or interests of the Association,

the Management Committee may, by its resolution made in accordance with this Rule 14, remove the member from the Management Committee.

The Management Committee must give the member full and fair opportunity to make answer to the matter alleged.

- (i) If the Management Committee resolves as authorised by paragraph (h), the Secretary must inform the member accordingly by notice in writing, which shall specify the reasons accepted by the committee as justifying the removal.

The resolution shall have effect upon the giving of such notice.

- (j) Voting of the Management Committee on a matter under this Rule 14 shall be by secret ballot.
- (j) Casual vacancy on the management committee means a vacancy that happens when an elected member of the committee resigns, dies or otherwise stops holding office.

## 15 FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (a) Except as otherwise provided by these Rules and subject to resolution of a general meeting of the Association, the Management Committee -
  - (i) has the general control and management of the administration of the affairs, assets and funds of the Association; and
  - (ii) has authority to interpret the meaning of these Rules and to decide on any matter of concern to the Association on which these Rules are silent.
- (b) In discharge of its functions, the Management Committee may exercise all the powers of the Association -
  - (i) to borrow or raise or secure the payment of money in such manner as is approved by the Association and to secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's assets, both present and future, and to purchase, redeem or pay off any such securities;
  - (ii) to borrow money from Member Clubs at a rate of interest not exceeding the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge the Association's assets or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;

- (iii) to invest the Association's funds in such manner as the Management Committee determines from time to time; and
- (iv) to act in the enforcement of these Rules and of provisions of the Association's code of conduct.

16 MEETINGS AND POWERS OF THE MANAGEMENT COMMITTEE

- (a) The Management Committee shall meet to discharge its functions on 6 occasions in each year and on such additional occasions as it considers necessary.
- (b) A special meeting of the Management Committee is convened by the Secretary –
  - (i) on the written requisition of the President; or
  - (ii) on the written requisition of one-third, or more, of its other members.

A requisition must state clearly the reasons for convening a special meeting and the nature of the business of the meeting.

- (c) A quorum for a meeting of the Management Committee is a majority of its members at the time the meeting is held.
- (d) Subject to this rule 16, the Management Committee may regulate its own proceedings: Provided that questions arising at its meetings are determined by majority vote of its members present at the meeting and, in the event of an equality of votes the chairman has a second or casting vote.
- (e) A member of the Management Committee must not vote in respect of any contract or proposed contract with the Association in which the member has a beneficial interest, directly or indirectly, or in respect of any matter arising therefrom, and if he does so vote his vote shall not be counted.
- (f) Written notice of at least 7 days must be given by the Secretary to members of the Management Committee of a special meeting of the Management Committee.  
The notice must clearly state the nature of the business of the meeting.
- (g) The President shall preside as chairman at a meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within 15 minutes after the time appointed for commencement of the meeting the Vice-President shall be chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be chairman of the meeting.
- (h) If, within half an hour after the time appointed for the commencement of a meeting of the Management Committee, a quorum is not present –
  - (i) in the case of a special meeting convened on the requisition of its members other than the President, the meeting lapses;
  - (ii) in the case of any other meeting, the meeting stands adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Secretary determines.

If, within half an hour of the time appointed for commencement of the meeting as adjourned, a quorum is not present, the meeting lapses.

- (i) The Management Committee may delegate any of its powers to a sub-committee consisting of at least one of its members and such number of Delegates as it thinks fit.

The President is a member ex officio of every sub-committee.

In exercise of powers so delegated, a sub-committee must conform to all regulatory conditions set for it by the Management Committee.

- (j) The President shall appoint a chairman of each sub-committee. If at any meeting the chairman so appointed is not present within 15 minutes after the time appointed for commencement of the meeting, the members present may choose one of their number to be chairman of the meeting.
- (k) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the event of an equality of votes, the question is to be taken as decided in the negative.
- (l) An act done by a meeting of the Management Committee, or sub-committee, or by a person acting as a member of the Management Committee is valid and effectual despite any defect subsequently found in the appointment of a committee or of such person or in the qualification of any person to do or participate in doing the act.
- (m) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

#### 17 APPOINTMENT OF SECRETARY

- (a) The Association must from time to time appoint an individual, who is not a Delegate, as Association Secretary, and may, in accordance with law, suspend, dismiss, or accept the resignation of an individual so appointed.
- (b) The following conditions apply to the position of Association Secretary
  - (i) remuneration for the position shall be as agreed to by the Management Committee;
  - (ii) acceptance by the Secretary of appointment as a Delegate is ground for dismissal of the Secretary from the position.
  - (iii) The Secretary is not a member of the management committee.

#### 18 COMMON SEAL

The Management Committee must provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

#### 19 FUNDS AND ACCOUNTS



- (a) The funds of the Association shall be banked under the direction of the Secretary in the name of the Association at such bank as the Management Committee directs from time to time.

All funds shall be banked as soon as practicable after their receipt by the Association.

- (b) Proper books and accounts shall be kept and maintained either in written or printed or computerised form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

- (c) Payment of 100 dollars or more shall be made by cheque or electronic banking transference as determined by the Management Committee and authorised by any 2 of the following –

- the President;
- the Vice-President;
- the Treasurer;
- the Secretary.

Cheques in payment of any amount, other than those for wages, allowances or recoument of petty cash shall be crossed as “not negotiable”.

- (d) The Management Committee shall determine the amount of petty cash, which shall be kept on the imprest system.

- (e) All expenditure shall be approved or ratified at a meeting of the Management Committee.

- (f) As soon as practicable after the end of each financial year the Management Committee must cause to be prepared a statement containing particulars of -

- (i) the Association’s income and expenditure for the financial year just ended; and
- (ii) the Association’s assets and liabilities and the mortgages, charges and securities affecting the Association’s assets at the close of that year.

All such statements shall be examined by the auditor who must present his report on such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

- (g) There shall be an auditor of the Association’s affairs appointed -

- (i) by the Delegates at each annual general meeting of the Association; or
- (ii) in the event of a casual vacancy in the position, by the Management Committee,

to hold the position until the next annual general meeting of the Association.

At the time appointment of auditor is to be made the person proposed for appointment, and at all times during tenure of the position of auditor the

appointee, must be a member of the Institute of Chartered Accountants in Australia or of CPA Australia.

- (h) The income and assets of the Association shall be used solely in furtherance of its object and in the exercise of its powers under these Rules and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any Member Club.

This rule does not affect –

- (i) payment in good faith of principal and interest to any Member Club in respect of moneys advanced to the Association by the club or otherwise owing by the Association to the club;
- (ii) payment of remuneration to a Member Club, or an agent or employee of the Association, or any other person, for services actually rendered to the Association;
- (iii) payment to any person of –
- out of pocket expenses reasonably incurred or to be incurred in the affairs of the Association;
  - money lent on behalf of the Association;
  - reasonable and proper charges for goods hired by the Association;
  - reasonable and proper rental for premises leased or let to the Association.

## 20 DOCUMENTS

The Management Committee must provide for the safe custody of books, documents, instruments of title and securities of the Association.

## 21 FINANCIAL YEAR

The financial year of the Association shall close on the Thirty-first day of December in each year.

## 22 WINDING-UP

If the Association is wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Member Clubs, but shall be given or transferred to some other institution or institutions, determined by the Delegates, having objects similar to the object of the Association, and whose governing rules prohibit the distribution of its or their income and assets among its or their members to an extent equal to the stricture imposed on the Association by Rule 19(h).

## 23 ALTERATION OF RULES

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be altered by a special resolution carried at a general meeting of the Association.

The requirements for a special resolution are set out in the Act.

No such alteration is effectual unless it is registered by the Chief Executive of the Department or Authority administering the Act.

24 BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association, or for prescribing the code of conduct formulated by the Association, and for procedures for dealing with alleged breaches of the code, penalties for proven breaches, and appeals by persons aggrieved, and any by-law may be set aside by a general meeting of the Association.

As soon as possible after a by-law is made, amended or repealed, the Secretary must serve notice thereof, and of the intended effect thereof, on all Member Clubs.

25 NOTICES

(a) A notice required to be served on a Member Club, Delegate or Life Affiliate is duly given and received if –

- (i) being in written form, it is personally delivered at, or sent by post mail to, the postal address recorded in the Association's records for the club or person concerned; or
- (ii) it is sent by facsimile or other electronic transmission to the facsimile number or e-mail address (whichever is appropriate) recorded in the Association's records for the club or person concerned.

It is the responsibility of each Member Club, Delegate (whether or not a member of the Management Committee) or Life Affiliate to notify the Secretary, by written, facsimile or other electronic means, of any change in the postal address, facsimile number or e-mail address of the club or person concerned, as the case may be.

(b) Except as provided by paragraph (c) –

- (i) a notice sent by post mail or e-mail to the appropriate address referred to in paragraph (a) is taken to have been delivered on the second day after the day on which it was sent;
- (ii) a notice sent by facsimile transmission to the appropriate number referred to in paragraph (a) is taken to have been delivered upon receipt by the sender of an acknowledgment or transmission report generated by the machine from which the facsimile was sent indicating that the facsimile was sent in its entirety to the recipient's facsimile number.

(c) If a notice is delivered –

- On a day that is not a business day; or
- After 5.00 pm on a business day,

it shall be deemed to have been delivered at 9.00am on the next following business day.

26 DELEGATE TO GOLF QUEENSLAND

- (a) The Management Committee shall appoint from its members the Delegate and proxy to Golf Queensland.
- (b) If the Delegate of the Association is unable to attend a meeting of Golf Queensland it is the representative's responsibility to so inform the Secretary, who shall instruct the proxy to attend and act in the stead of the representative.

27 INDEMNITY

- (a) A member of the Management Committee, the Secretary, and an agent or employee of the Association is indemnified by the Association to the extent that, out of funds of the Association, the Management Committee must pay all costs, losses and expenses that any such person acting under the authority of the Management Committee, has incurred or is liable for by reason of any contract made, act done or omission made in discharge of such person's duties for the Association's purposes.

The amount for which such indemnity is given in any case is secured by way of lien that attaches forthwith on the assets of the Association and takes priority as between Member Clubs over all other claims.

- (b) A member of the Management Committee, an agent or an employee of the Association is not liable –
- (i) for any act, receipt, neglect or default of any other such member, agent or employee, or because of joining in any receipt or other act for the sake of conformity only;
- (ii) for any loss, damage or expense occasioned to the Association, or other misfortune because of –
- deficiency or insufficiency in title to property acquired by order of the Management Committee for or on account of the Association; or
  - deficiency or insufficiency of securities in which funds of the Association are invested; or
  - the bankruptcy, insolvency or tortious act of a person with whom funds, securities or effects of the Association are deposited; or
  - the performance of the duties for the Association purposes of any such person, or in relation to such duties,

unless the loss, damage, expense or misfortune occurs through his or her own wilful act, neglect or default.