Constitution Of

Far South Coast and Tablelands

Golf Association Incorporated.

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Reg. No. Y08200 48

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ASSOCIATIONS INCORPORATION ACT 1984 (NSW)

STATEMENT OF OBJECTS OF

FAR SOUTH COAST AND TABLELANDS GOLF ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The Name of the Association is Far South Coast and Tablelands Golf Association Incorporated.

2. OBJECTS OF ASSOCIATION

The Association is designated by Golf NSW Limited (GNSWL) as the body for the administration of women's golf in the Far South Coast and Tablelands Golf Association District (having boundaries determined from time to time by GNSWL) ("DISTRICT"). The objects for which the Association is established and maintained are to:

(a) provide for the encouragement, conduct, promotion and administration of women's golf in the District or elsewhere, in consultation with GNSWL;

(b) participate as an administrative arm of a single uniform entity through and by which women's golf is conducted, encouraged, promoted and administered;

(c) affiliate and otherwise liaise with the peak state (and/or national) body or bodies or other strategically aligned bodies. In the pursuit of these objects;

(d) encourage, conduct, promote and advance golf, in any form;

(e) recognise the current course rating for Australian golf courses and the uniform system of handicapping based upon such course rating;

(f) assist, as necessary or appropriate, in the organisation and conduct of women's golf championships in the district or elsewhere;

(g) participate, as necessary or appropriate, in the conduct of regional, interstate, national and international golf tournaments, championships, competitions, matches, events and displays in the district or elsewhere and regulate the same under the appropriate rules and regulations;

(h) co-operate with GNSWL and/or other District Committees in the conduct of research and development for improvements in the game of golf and golf equipment, generally, or in respect of women;

(i) to the extent authorised, use and protect GNSWL's intellectual property; promote the importance of golf standards, techniques, awards and education to bodies involved in golf;

(j) strive for and maintain government, commercial and public recognition of the Association as the administrative arm of women's golf in the District;

(k) participate to secure uniformity in such rules as may be necessary for the management and control of golf and related activities;

(l) pursue through itself or others such commercial arrangement, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association in the District;

(m) further develop golf into an organised institution in the District;

(n) having regard to these objects, foster, regulate, organise and manage tournament, competitions, displays and other activities and to issue certificates and award trophies to successful Members (and others);

(o) ensure that environmental considerations are taken into account in all golf and related activities conducted by the Association;

(p) promote the health and safety of Members;

(q) refer disciplinary matters to GNSWL, as appropriate, and otherwise deal with disciplinary matters in accordance with these Rules;

(r) adopt and implement appropriate policies, including in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues addressed in women's golf;

(s) represent the interests of its Members and of women's golf generally in any appropriate forum;

(t) have regard to the public interest in its operations;

(u) encourage Members to realise their potential and athletic abilities;

(v) encourage and promote performance-enhancing drug free competition;

(w) give, and where appropriate seek, recognition for Members to obtain awards or public recognition in fields of endeavour other than golf;

(x) seek and obtain improved facilities for the enjoyment of golf; and

(y) undertake and do all such things which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF ASSOCIATION

Solely for furthering the objects set out above, and (except to the extent of any inconsistency) in addition to the rights, powers and privileges provided under the Act, the Association has the power to:

(a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any changes or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;

(b) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;

(c) borrow and raise money in such manner as the Association thinks fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;

(d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;

(e) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property sold, or any money due to the Association from any purchasers or others;

(f) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;

(g) receive money on deposit with or without allowance of interest thereon;

(h) invest and deal with any monies of the Association, not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Committee;

(i) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;

(j) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association, provided the Association will only deal with any such trusts in such manner as is allowed by law;

(k) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate's performance;

(l) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, Annual subscriptions or otherwise;

(m) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under these Rules;

(n) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its objects;

(o) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities, as appropriate;

(p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Association;

(q) subscribe to any charities and to grant donations for any public purpose;

(r) to the extent authorised, use and protect GNSWL's intellectual property and otherwise develop its own intellectual property;

(s) promote any other person or company for any purpose calculated to benefit the Association;

(t) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under the Rules;

(u) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose calculated to benefit the Association;

(v) transfer all or any part of the property, assets, liabilities and undertaking of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(w) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;

(x) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and

(y) do all such things and acts as are incidental, conducive or subsidiary to all or any of the objects of the Association.

4. APPLICATION OF INCOME

(a) The income and property of the Association will be applied solely towards the promotion of the objects of the Association as set out in this Statement of Objects.

(b) Except as prescribed in this Statement of Objects:

(i) no portion of the income or property of the Association will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

(ii) no remuneration or other benefit in money or money's worth will be paid or given by the Association to any Member who holds any office of the Association.

(c) Nothing contained in clauses (4(a) or (b) will prevent payment in good faith of or to any Member for:

(i) any services 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 Member;

(iv) rent for premises demised or let by any Member to the Association;

(v) any out-of-pocket expenses incurred by the Member on behalf of the Association; or

(vi) any other reason;

provided that any such payment will not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6. MEMBERS' CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up (other than for the purposes of reconstruction or amalgamation) while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding $1.00.

7. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any surplus property, the same will be distributed in accordance with Section 53 of the Act.

ASSOCIATIONS INCORPORATION ACT 1984 (NSW)

RULES OF

FAR SOUTH COAST AND TABLELANDS GOLF ASSOCIATION INCORPORATED

PART 1 – PRELIMINARY

1. NAME

The name of the Association is Far South Coast and Tablelands Golf Association Incorporated **("Association").**

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Rules:

"Act" means the Associations Incorporation Act 1984 (NSW).

"Annual General Meeting" means the annual general meeting of the Association held in accordance with **Rule 25.**

"Association" means Far South Coast and Tablelands Golf Association Incorporated.

"Captain" means the person elected at the Annual General Meeting to be the Captain of the Association

"Club Delegate" means a person appointed in writing under **Rule 3.4(a)** to attend annual general, special general and committee meetings of the Association on behalf of the Member Club**.**

"Club Representative" means a person appointed in writing under **Rule 3.4(b)** to attend annual general and special general meetings of the Association on behalf of the Member Club.

"Committee" means the committee of the Association.

"Committee Member" means a person who for the time being has been appointed to the Committee of the Association.

"Co-Opt Member" any person appointed by the Executive for a specific role.

"District" means the geographical area of Far South Coast and Tablelands Golf Association as determined by GNSWL from time to time.

"District Committee" means the governing body of a GNSWL District, and includes the Association.

"Executive Committee" means the governing body of Far South Coast and Tablelands Golf Association Incorporated.

"General Meeting" means an annual or any special general meeting of the Association.

"GNSWL" means the peak body for golf in New South Wales, being the body known as Golf NSW Limited.

"GNSWL Delegate" means a person who for the time being has been appointed under **Rule 3.2(b).**

"Member" means a member for the time being under **Rule 4.1.**

"Member Club" means any golf club in the District which is affiliated as a Member, for such time as the club remains so affiliated under these Rules.

"President" means the person appointed for the time being as president of the Association.

"Regulations" means the *Associations Incorporation Regulations 1994 (NSW).*

"Rules" means these rules of the Association and includes the Statement of Objects.

"Secretary" means:

(i) the person holding office under these Rules as Secretary of the Association; or

(ii) if no such person holds that office – the public officer of the Association;

"Special General Meeting" means a General Meeting of the Association other than an Annual General Meeting;

"Special Resolution" means a resolution of the Association passed in accordance with **Rule 33.**

"Treasurer" means the person appointed for the time being as treasurer of the Association.

2.2 **Interpretation**

In these rules:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

The provisions of the ***Interpretation Act 1987 (NSW)*** apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 11 - COMPLIANCE

3. STATUS AND COMPLIANCE OF ASSOCIATION

3.1 **Recognition of Association**

The Association is currently recognised as a body responsible for administering women's golf in the District in accordance with the rules, objects and purposes of GNSWL and will:

(a) at all times recognise GNSWL as the peak body for women's golf in New South Wales;

(b) seek to continue to be recognised as a District Affiliate of GNSWL; and

(c) continue to administer women's golf in the District in accordance with the objects of the Association and the rules, objects, purposes, policies and instrument of delegation of GNSWL.

3.2 **Compliance of Association**

The Members acknowledge and agree the Association will:

(a) be or remain incorporated in New South Wales and such other places as are required under the Law;

(b) appoint a GNSWL delegate and such other persons as may be required to be appointed to GNSWL committees from time to time under these Rules or the GNSWL Constitution or otherwise;

(c) provide GNSWL with copies of the Association's audited accounts,

reports and other associated documents forthwith, by July 31st each year for the preceding financial year 1st July to 30th June, and such other reports as are reasonably required by GNSWL, as to the Association's activities; and

(d) to the extent permitted or required by the Act and GNSWL, ensure any amendments to, or substitution of, these Rules are generally in conformity with GNSWL's rules (as these may change from time to time) and have the written approval of GNSWL**.**

3.3 **Operation of Rules**

The Association and the Members acknowledge and agree that they are bound by these Rules and the rules of GNSWL and that these Rules and the rules of GNSWL operate to create uniformity in the way in which the objects of the Association and women's golf are to be conducted, promoted, encouraged and administered throughout Australia.

3.4 **Compliance of Member Clubs**

The Member Clubs acknowledge and agree the Member Clubs will:

(a) nominate a Club Delegate of the Member Club to attend Committee and General Meetings, and inform the Association in writing of the details of that person accordingly. Such nominated person must be a Financial Member of the Member Club; and

(b) nominate two Club Representatives of the Member Club to attend General Meetings, and inform the Association in writing of the details of those persons accordingly. Such nominated person must be a Financial Member of the Member Club; and

(c) recognise GNSWL as the authority for women's golf in New South Wales and the District.

PART 111 – MEMBERSHIP

4. MEMBERS

4.1 **Classes of Member**

The Members will consist of:

(a) Any elected Executive Members each of whom must be a Financial Member of an Affiliated Club within the Association

(b) Member Clubs, which subject to these Rules, will be represented by a Club Delegate, who must be a Club financial member, and who will have the right to be present, debate and vote on behalf of the Member Club at

Committee and General Meetings; and

(c) Member Clubs, which subject to these Rules, will be represented by two Club Representatives who must be Financial Members of the Member Club, will have the right to be present, debate and vote on behalf of the Member Club at General Meetings; and

(d) Life Members, who subject to these Rules, will have the right to be present and to speak, and will have voting rights at Committee and General Meetings;

(e) Any person elected as a Counsellor shall have no right to attend meetings of the Committee except by invitation of the Committee. The Counsellor, if invited to attend a meeting of the Committee, shall have a right to speak but not vote at any such Committee meeting. The Counsellor in accord with **Rule 34.2** shall have a right to attend, speak and vote at any General Meeting.

(f) Co-opted Members, if any, who subject to these Rules, will have the right to be present and to speak, and will have voting rights at Committee and General Meetings.

4.2 **Life Members**

On the recommendation of the Executive to the Committee of the Association at any General Meeting may if it so desires –

(a) Elect as a Life Member, a member of any affiliated Club who has rendered distinguished service to women's golf, where such service is deemed to have assisted the advancement of women's golf, in the District or more generally, as a player or administrator or otherwise.

(b) A resolution of the Annual General Meeting to confer life membership [subject to **Rule 4.2(c)**]**,** on the recommendation of the Committee, must be a Special Resolution.

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

(d) Any person appointed a Life Member shall be presented with a badge of a special design to mark her status in the Association.

4.3 **Counsellors**

On the recommendation of the Committee of the Association at any General Meeting may if it so desires-

(a) Elect as a Counsellor any retired member of the Committee whom it wishes to honour for distinguished and long service to the Association or any person who is specially qualified to advance the interests of the Association.

(b) A resolution of the Annual General Meeting to confer the role of Counsellor [subject to **Rule 4.3(c**)] , on the recommendation of the Committee, must be a Special Resolution.

(c) A person must accept or reject the Association's resolution to confer the position of Counsellor in writing. Upon written acceptance, the person's details will be entered upon the Register forthwith, and from the time of entry on the Register the person will be a Counsellor.

(d) Any person appointed a Counsellor shall be presented with a badge of special design to mark her status in the Association.

5. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and fees or other amounts (if any) payable by Members to the Association, the time for and manner of payment will be as determined by the Committee from time to time. Nothing in this Rule will prevent the determination of different subscriptions, fees or other amounts being payable in respect of different classes of Members or different categories within the classes of Members.

6. MEMBERSHIP OF AFFILIATED CLUBS

6.1 Member Clubs

To be eligible for membership, a club must be geographically situated in the District, unless specifically exempt by GNSWL.

6.2 Application for Membership

An application for membership by a club **("applicant")** must be:

(a) in writing on the form set out as **Appendix 1**, or as otherwise prescribed from time to time, from the applicant or its nominated representative and lodged with the Association;

(b) accompanied by the appropriate fee, if any.

An applicant will also provide details of the proposed Club Delegate, if known.

6.3 **Discretion to Accept or Reject Applications**

(a) The Association may accept or reject an application and will not be required or compelled to provide any reason for such acceptance or rejection. Such acceptance or rejection will be notified to the applicant in writing.

(b) Membership of the Association will be deemed to commence upon acceptance of the application by the Committee. The Secretary will forthwith amend the Register accordingly.

6.4 **Renewal of Membership**

(a) Member Clubs must renew their membership with the Association in Accordance with the procedures set down by the Association from time to time.

(b) Upon renewal of membership a Member Club shall provide details of any change in its Club Delegate, and any other information reasonably required by the Association.

7. REGISTER OF MEMBERS

7.1 **Secretary to Keep Register**

The Secretary will keep and maintain a Register in which will be entered (as a minimum) the full name, address, class of membership and date of entry of each Member.

7.2 **Inspection of Register**

The Register of members will be available for inspection (but not copying) by Members, upon reasonable request, in accordance with the Act.

7.3 **Register of Committee Members**

The Association shall keep a Register of the Committee Members in which will be entered the names, residential addresses, phone, facsimile and e-mail numbers of each Committee Member together with the date on which the person became a Member. The Register shall be kept and made available for inspection in accordance with Section 21A of the Act.

7.4 **Member Clubs**

Secretaries shall submit to the Secretary of the Association, the names, addresses, phone/fax/email numbers of the incoming Presidents, Captains, and Secretaries of the respective Member Clubs, no later than 21 days following the appointment of such positions.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and in turn, the Rules of GNSWL;

(b) they will comply with and observe these Rules and the Rules of GNSWL and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised Sub-Committee or other entity with delegated authority;

(c) the Rules and the rules of GNSWL are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of golf as a sport; and

(d) they are entitled to all the benefits, advantages, privileges and services of the Association.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 **Notice of Resignation**

Any Member which or who has paid all monies due and payable to the Association (if any) may resign from the Association by giving one month's notice in writing to the Association of such intention to resign and upon the expiration of that period of notice, the Member will cease to be a Member.

9.2 **Expiration of Notice Period**

Upon the expiration of a notice given under **Rule 9.1**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member will be recorded in the Register.

9.3 **Failure to Renew Membership**

If a Member Club has not renewed its membership of the Association within the guidelines as determined by GNSWL, that Member's Association membership will, unless otherwise determined by the Committee, be deemed to have lapsed from that time. The Register will be amended to reflect any lapse of membership under this
Rule 9.3 as soon as practicable.

9.4 **Member to Re-Apply**

A Member whose membership has been discontinued or has lapsed under **Rule 9:**

(a) may seek renewal or re-apply for membership in accordance with these Rules; and

(b) may be re-admitted at the discretion of the Committee.

9.5 **Delegate Position Lapses**

The position of Club Delegate will lapse immediately on cessation of membership of the Member Club.

9.6 **Refund of Membership Fees**

Membership fees or subscriptions paid by any discontinued Member for the relevant year will be forfeited upon discontinuance.

10 RESOLUTION OF INTERNAL DISPUTES

10.1 Notice of Dispute

(a) Any Member, Committee Member or other interested person may give written notice of a dispute (not being a disciplinary matter within the meaning of **Rule 11**) between:

(i) Members; or

(ii) a Member or Members and the Association,

to the President.

(b) The President will, as soon as practicable, but within seven days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within fourteen days of the notice of dispute being forwarded to all parties or such other time as the parties agree.

10.2 Dispute Referred to Mediation

If the parties are unable to resolve the dispute at the meeting referred to in **Rule 10.1(b)**, or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties will proceed to mediate the dispute in accordance with this **Rule 10.3 and 10.4** procedures.

10.3 Appointment of Mediator

When the matter proceeds to mediation in accordance with **Rule 10.2**, an independent Mediator (who may be a Member or associated with a Member) will be appointed to mediate the dispute within fourteen days of the meeting (or the time for the Meeting) referred to in **Rule 10.1(b)**, which mediator will be:

(a) a person having knowledge and expertise in relation to sport and sporting associations and the subject matter of the dispute; and

(b) a person agreed to by the parties, or

(c) in the absence of agreement:

(i) in the case of a dispute between Members, a Committee Member appointed by the President; or

(ii) in the case of a dispute between a Member or Members and the Association, a mediator appointed by the National Sports Dispute Centre or such other independent mediation service as is determined Appropriate by the President of the Australian and New Zealand Sports Law Association Inc.

10.4 Mediation procedure

(a) The mediation will be administered by the mediator. In particular, the mediator will have control of the timetable for the undertaking of the mediation, but in any event the mediation will be completed within thirty days of the appointment of the mediator.

(b) The mediator will conduct the mediation in accordance with current and established principles of mediation, but will:

(i) give to the parties every opportunity to be heard;

(ii) allow due consideration by all parties of any written statement submitted by any party;

(iii) allow each of the parties to have a representative; and

(iv) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

(c) The costs of the mediation will be equally borne by the parties.

(d) The parties to the dispute will, in good faith, attempt to settle the dispute by mediation. No determination of the dispute will be made by the mediator.

(e) If the dispute referred to mediation in accordance with **Rule 10.2** is not resolved, there will be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

11. DISCIPLINING OF MEMBERS

(a) Where the Committee is of the opinion that a Member:

(i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or

(ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Committee will write to the Member notifying the Member of the Committee's opinion.

(b) If:

(i) the Member fails to reply to the Committee's notice; or

(ii) the Committee considers the Member's reply to the Committee's notice to be unsatisfactory, the Committee may, by resolution:

(a) expel the Member from the Association; or

(b) suspend the Member from membership of the Association for a specified period.

(c) A resolution of the Committee under clause 9(b) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under clause 9(d), confirms the resolution in accordance with this clause 9.

(d) Where the Committee passes a resolution under clause 9(b), the Secretary will, as soon as practicable, cause a notice in writing to be served on the Member:

(i) setting out the resolution of the Committee and the grounds on which it is based;

(ii) stating that a delegate or delegates of the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(iii) stating the date, place and time of that meeting; and

(iv) informing the Member that the Member may do either or both of the following:

(A) have its delegate or delegates attend and speak at that meeting; and/or

(B) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

(e) At a meeting of the Committee held as referred to in clause 9(c) the Committee will:

(i) give to the delegate or delegates of the Member an opportunity to make oral representations;

(ii) give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and

(iii) by resolution determine whether to confirm or to revoke the resolution.

(f) Where the Committee confirms a resolution under clause 9(e), the Secretary will, within 7 days after that confirmation, by notice in writing inform the Member of that fact.

PART 1V – THE COMMITTEE

12 POWERS OF THE COMMITTEE

Subject to the Act, the Regulations and these Rules, the Committee:

(a) is to control and manage the affairs of the Association;

(b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by the Act or these Rules to be exercised by a General Meeting of Members of the Association; and

(c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

13 CONSTITUTION AND MEMBERSHIP

13.1 Composition of Executive Committee

(a) the President;

(b) two Vice-Presidents; (and up to four where the number of the Member Clubs exceeds 19 Clubs).

(c) the Treasurer; (also an Assistant Treasurer if required by the Committee).

(d) the Secretary and an Assistant Secretary;

(e) The Captain

each of whom is to be elected at the Annual General Meeting of the Association under Rule 14. Committee Members may be allocated portfolios of responsibility by the Committee in accordance with the needs of the Association from time to time.

13.2 Other Committee Members

(a) Member Club Delegates

(b) Life Members

(c) Counsellors

(d) Co-opted Members, if any.

13.3 Terms of Office

Each Committee Member shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the Committee Member's election, but is eligible for re-election.

(a) any Club Delegate shall be appointed annually
(b) any Club Representative shall be appointed annually
(c) any Counsellor who returns to active service in any capacity with the Committee shall relinquish her title of Counsellor for the period during which she is a member of the Committee and shall automatically be re-appointed as a Counsellor on her retirement from the Committee.

A Counsellor shall relinquish her title if she moves to an address which is outside the defined boundaries of the Association which elected her as Counsellor or if she is no longer a member of a Club affiliated with the Association.

(d) any Auditor may be elected annually at the Annual General Meeting.

14 ELECTION OF COMMITTEE MEMBERS

14.1 Nominations

Nominations of candidates for election as Executive Committee Members.

(a) must be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) must be delivered to the Secretary of the Association at least fourteen days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

14.2 Insufficient Nominations

(a) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

(b) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

(c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

14.3 Ballot

The ballot for the election of Executive and Committee Members shall be conducted as a secret ballot at the Annual General Meeting in such usual and proper manner as the Committee determines.

15 SECRETARY

The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of her address. The Secretary shall keep minutes of:

(a) all appointments of Office- Bearers and Committee Members;

(b) the names of Committee Members present at a Committee meeting or a General Meeting; and

(c) all proceedings at Committee meetings and General Meetings.

Minutes of proceedings at a meeting must be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

16 TREASURER

The Treasurer shall ensure:

(a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

(b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

(c) The Treasurer shall present a full Annual Statement of Accounts at the Annual General Meeting

17 AUDITOR

An Auditor may be appointed at the Annual General Meeting. The Auditor shall examine and check the Annual Statement of Accounts as prepared by the Treasurer and certify same.

18 SPECIAL MEETING OF INCOMING ASSOCIATION COMMITTEE

A Special Meeting of the Incoming Committee shall be held as soon as possible after the Annual General Meeting for the purpose of:

(a) electing from that Committee, the Match and any Sub-committees if so desired and

(b) ~~appointing from that Committee a Publicity Officer if required.~~

No further business shall be transacted at this meeting.

19 CASUAL VACANCIES

19. 1 When Casual Vacancy Arises

For the purposes of these Rules, a casual vacancy in the office of a Committee Member occurs if the Committee Member:

(a) dies;

(b) if previously a registered member of a Member Club, is expelled or suspended from membership of that Member Club;

(c) becomes an insolvent under administration within the meaning of the Corporations Law;

(d) resigns office by notice in writing given to the Secretary;

(e) is removed from office under **Rule 20;**

(f) becomes a mentally incapacitated person; or

(g) is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.

19.2 Filling Casual Vacancies

(a) in the event of a casual vacancy occurring in the executive membership of the Committee, the Committee may appoint a duly qualified person to fill the vacancy and the person so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

(b) in the event of a casual vacancy occurring in the delegates of the Committee the club concerned shall appoint a club committee member to fill the vacancy and the person so appointed shall remain on Committee, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

20 REMOVAL OF COMMITTEE MEMBERS

20.1 Removal by Resolution

The Association in General Meeting may by resolution remove any Committee Member from office before the expiration of the Committee Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

20.2 Representations to be sent

If a Committee Member to whom a proposed resolution referred to in **Rule 20.1** relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21 MEETINGS

21.1 Frequency of Meetings

The Committee shall meet at least three times during each period of twelve months at such place and time as the Committee may determine. Additional meetings of the Committee may be convened by the President. Any three Committee Members with written notice to the Association Secretary specifying the business to be dealt with may request a Committee meeting.

21.2 Notice of Meetings

Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least seven days (or such other period as may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.

21.3 Notice to Specify Nature of Business

Notice of a meeting given under **Rule 21.2** must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.

22 QUORUM

22.1 Number for Quorum

Half the number of Committee Members plus 1 constitute a quorum for the transaction of the business of the meeting of the Committee.

22.2 Adjournment if no Quorum

(a) no business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned.

(b) if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23 PRESIDENT TO CHAIR MEETINGS

At a meeting of the Committee:

(a) the President or, in the President's absence or inability to act, the Vice-President is to preside as chairman; or

(b) if the President and the Vice-President are absent or unable to act, the remaining Committee Members shall appoint one of their number present in person to preside as chairman.

24 VOTING AND DECISIONS

24.1 Majority of Votes

Questions arising at a meeting of the Committee shall be determined by simple majority.

24.2 Proxy Vote

A duly appointed proxy may vote on any business before the Committee under **Rule 35.**

24.3 Casting Vote

Each Member present at a meeting of the Committee (including the person chairing the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairman may exercise a second or casting vote.

24.4 Act Despite Vacancy

Subject to **Rule 22.1,** the Committee may act despite any vacancy on the Committee. If the number of Committee Members is reduced to less than

nine, the remaining Committee Members may act to increase the numbers of Committee Members to a number sufficient to satisfy **Rule 22.1,** but for no other purpose.

24.5 Defect

Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or Sub-Committee or Sub-Committee Member.

PART V – GENERAL MEETINGS

25 ANNUAL GENERAL MEETINGS

25.1 General Meetings to be held Annually

With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each year commencing November 1st and within the period of six months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.

25.2 First General Meeting

The Association must hold its first Annual General Meeting:

(a) within the period of eighteen months after its incorporation under the Act; and
(b) within the period of six months after the expiration of the first financial year of the Association.

This Rule has effect subject to any extension or permission granted by the Director-General under Section 26(3) of the Act.

25.3 Attendance at General Meetings

In addition to all Committee Members, the auditor and a duly notified representative of GNSWL shall be entitled to attend all General Meetings.

26 BUSINESS

26.1 Convening Meeting

Subject to the Act and to Rule 25, the Annual General Meeting of the Association shall be convened on such date and at such place and time as the committee thinks fit.

26.2 Business Included

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall include the following:

(a) to confirm the minutes of the last preceding Annual General Meeting and if any special General Meeting held since that meeting;

(b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;

(c) to elect Executive Committee Members; and

(d) to confirm the appointment of Club Delegates and Club Representatives; and

(e) to receive and consider the annual financial statement; and

(f) appoint the Auditor for the forthcoming year, if any; and

(g) to confirm the appointment of the Public Officer for the forthcoming year and

(h) to confirm the date and venue of the next Association Annual Tournament.

26.3 Specify Annual General Meeting

An Annual General Meeting must be specified as such in the notice convening it.

27 SPECIAL GENERAL MEETINGS

27.1 Convening Special General Meetings

The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

27.2 Meeting on Requisition

The Committee must, on the requisition in writing of at least three Member Clubs convene a Special General Meeting of the Association.

27.3 Requirements of Requisition

A requisition of Members for a Special General Meeting:

(a) must state the purpose or purposes of the meeting;

(b) must be signed by an authorised officer of the Member Club;

(c) must be lodged with the Secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the Member Clubs making the requisition.

27.4 Failure to Convene

If the Committee fails to convene a Special General Meeting to be held within one month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

27.5 Convene in Same Manner

A Special General Meeting convened by a Member or Members as referred to in **Rule 27.4** must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee. Any Member or Members who consequently incur expense are entitled to be reimbursed by the Association for any expense so incurred on provision of written evidence.

28 NOTICE

28.1 Notice to Address on Register

The Secretary must, at least twenty-one days before the date fixed for the holding of the General Meeting, cause to be sent by either pre-paid post or electronically to each Member at the Member's address appearing in the register of Members, a notice specifying the

place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Executive Committee Members and the Association's Auditor (if any) shall also be entitled to twenty-one days' notice of any General Meeting.

28.2 Notice of Special Resolution

If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must cause notice to be sent to each Member in the manner provided in **Rule 28.1** specifying, in addition to the matters required under **Rule 28.1**, the intention to propose the resolution as a Special Resolution.

28.3 No Other Business

No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under **Rule 26.2.**

28.4 Notice to Secretary

A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

29 QUORUM

29.1 Quorum Must be Present

No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.

29.2 Number for Quorum

Half the number of members plus 1 present in person (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

29.3 Where Quorum Not Present

If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

(a) if convened on the requisition of Members, is to be dissolved; and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

29.4 Adjourned Meeting

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least seven) is to constitute a quorum.

30 CHAIRMAN

30.1 President to Chair Meetings

The President or, in the President's absence, a Vice-President, is to preside as chairman at each General Meeting of the Association.

30.2 Member may Chair Meetings

If the President and the Vice-Presidents are absent or unwilling to act, the Members present must elect one of their number to preside as chairman at the meeting.

31 ADJOURNMENT

31.1 Adjournment of Meeting

The chairman of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 Notice of Adjourned Meeting

If a General Meeting is adjourned for fourteen days or more, the Secretary must give written notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 No Notice of Business

Except as provided in **Rule 31.1 and Rule 31.2,** notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 MAKING OF DECISIONS

32.1 Show of Hands

A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 Demand for Poll

At a General Meeting of the Association, a poll may be determined by the Chairman or by at least three Members present in person or by proxy at the meeting.

32.3 Taking of Poll

If a poll is demanded at a General Meeting, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33 SPECIAL RESOLUTION

Unless otherwise stated in the Act, a resolution of the Association is a Special Resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a General Meeting of which at least twenty-one days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these Rules; or

(b) where, under the Act, it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in **Rule 33(a),** if the resolution is passed in a manner specified by the Director-General.

34 VOTING

34.1 One Vote Per Member

Subject to these Rules, on any question arising at a General Meeting of the Association each Member has one vote only.

34.2 Voting Rights of Counsellors

Counsellors, who subject to these Rules, will have the right to be present and to speak, and will have voting rights at General Meetings which take place within five years of her election as a Counsellor. After the expiration of five years a Counsellor may attend General Meetings and shall have the right to speak out, unless otherwise qualified, shall not have the right to vote at such General Meetings.

34.3 Limit on Proxies

All votes must be given personally or by proxy but no Member may hold more than three proxies.

34.4 Casting Vote

On the case of an equality of votes on a question at a General Meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

34.5 Disentitlement to Vote

A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the Annual Subscription payable in respect of the then current year.

35 APPOINTMENT OF PROXIES

Each Member as in **Rule 4** shall be entitled to appoint another Member as proxy by notice given to the Secretary before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy is to be in the form set out in Appendix II to these Rules.

PART VI – MISCELLANEOUS

36 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

The President shall be an ex-officio member of all Sub-Committees.

36.1 Committee May Delegate

The Committee may, in writing, delegate to one or more Sub-Committees (consisting of such Club Delegates or other appropriately qualified persons as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or by any other law; and

(c) each Sub-Committee shall appoint a Chairman.

36.2 Match Committee

The Match Committee is to be formed which shall consist of the Captain who shall be the Chairperson, the President, the Association Secretary or Assistant Secretary, and (3) representatives to a maximum of seven (6) and where nominations make it possible, there should be at least a representative from each zone.

36.3 Sub-Committee May Delegate Powers

A function, the exercise of which has been delegated to a Sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

36.4 Delegation may be Limited

A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

36.5 Committee may Continue to Exercise Function

Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.

36.6 Force of Sub-Committee Act

Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.

36.7 Revocation of Delegation

The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

36.8 Sub-Committee Meetings

A Sub-Committee may meet and adjourn as it thinks fit and proper, subject to any direction from the Committee.

37 INSURANCE

The Association must effect and maintain insurance under section 44 of the Act. In addition to the insurance required under this Rule, the Association may effect and maintain other insurance.

38 SOURCE OF FUNDS

(a) The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.

(b) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39 FUNDS – MANAGEMENT

39.1 Funds Applied to Objects

Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

39.2 Drawing of Cheques etc

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Executive Committee Members or employees of the Association, being Members or employees authorised to do so by the Committee.

40 ALTERATION OF OBJECTS AND RULES

The statement of objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.

(a) If passed at such a meeting any alterations are then subject to ratification by GNSWL and NSW Department of Consumer Affairs.

41 COMMON SEAL

41.1 In Public Officer's Custody

The Common Seal of the Association must be kept in the custody of the Public Officer.

41.2 Affix with Authority

The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested to by the signatures either of two Executive Committee Members or of one Executive Committee Member and the Public Officer or Secretary.

42 CUSTODY OF BOOKS

Except as otherwise provided by these Rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43 INSPECTION OF BOOKS

The records, books and other documents of the Association must be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

44 SERVICE OF NOTICES

44.1 Notice to Address on Register

For the purpose of these Rules, a notice may be served by or on behalf of the Association on any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members or (where

facsimile details have been provided for the purpose), by facsimile to the number previously advised.

44.2 Time Notice Takes Effect

If a document is sent to a person by properly addressing, prepaying and posting the document to the person, the document is, unless the contrary is proved, taken for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

44.3 Failure to Provide Proper Notice

Despite any defect in any notice of a General Meeting, all acts done and all resolutions passed at the General Meeting will be valid.

45 INDEMNITY

45.1 Certain Persons to be Indemnified

Every Committee Member, Sub-Committee Member, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by her in her capacity as Committee Member, Sub-Committee Member, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the NSW Act, granted to her by the Court.

45.2 Association to Indemnify Directors

The Association shall indemnify its Committee Members, Sub-Committee Members or employees against all damages and costs (including legal costs) for which any such Committee Member, Sub-Committee Member or employee may be or become liable to any third part in consequence of any act or omission except willful misconduct:

(a) in the case of a Committee Member, or Sub-Committee Member performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

(b) in the case of an employee, performed or made in the course of, and within the scope of her employment by the Association.

APPENDIX 1

.

Application for Membership

Far South Coast and Tablelands Golf Association Incorporated (incorporated under *the Associations' Incorporations Act 1984 [NSW])*.

I, ……..a duly authorised

officer of……. **CLUB** ("applicant")

of …….("address")

hereby apply (on behalf of the applicant) for acceptance of the applicant as a Member Club of the Association.

In the event of admission as a Member Club, the applicant agrees to be bound by the Statement of objects, 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 ……CLUB

On ……. it was resolved that in the event of

acceptance as a Member Club ……..("name") of

…… .("address")

be the Club Delegate at Committee Meetings of the Association.

(Signature of duly authorised officer of applicant)……

(Title of duly authorised officer)……..

(Signature of delegate signifying consent)……

(Date)……..

FAR SOUTH COAST & TABLELANDS GOLF ASSOCIATION INC.

APPENDIX 11

FORM OF APPOINTMENT OF PROXY

I,……
(full name)

of……
(address)

being a member of…….Club
(Far South Coast and Tablelands Golf Association Incorporated)

hereby appoint …….
(full name of proxy)

of ……
(address)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting, Annual General Meeting or Special General Meeting as the case may be….

to be held on……the……of……..20……..
and at any adjournment of that meeting.

Signature of member appointing proxy……

Date……..

Note: A proxy vote may not be given to a person who is not a member of the Far South Coast and Tablelands Golf Association Inc.