

# GOLF NT INCORPORATED



Incorporated under the *Associations Act 2003 (NT)*

## CONSTITUTION

REGISTERED  
23 DECEMBER 2024

This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer Katherine Buckland

Made on (date) 10/12/2024

Before me  
(signature of witness on statutory declaration)

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PO Box 2092  
Sunshine Plaza Q 4558  
P: 1800 100 204  
E: [info@cprgroup.com.au](mailto:info@cprgroup.com.au)  
W: [www.cprgroup.com.au](http://www.cprgroup.com.au)

## 1. Introductory provisions

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### 1.1. Definitions

#### 1.1.1. In this constitution:

- a. **Act** means the *Associations Act 2003 (NT)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means Golf NT Incorporated, the incorporated association to which this constitution applies;
- c. **board** means management committee, as defined in the Act;
- d. **bylaws** mean the bylaws of the association;
- e. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- f. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- g. **day / days** means, where a period is expressed to be a specified number of days, the period is to be calculated by including the day on which the act or event provided for occurs;
- h. **Director** means the person holding or occupying the office of Director as mentioned in Section 40 of the *Associations Acts 2003 (NT)*;
- i. **general meeting** means a meeting of the association's eligible club delegates and includes all general meetings (annual general meetings, general meetings and special general meetings);
- j. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- k. **majority** means more than half of all people present, eligible to vote and voting at a board meeting or a general meeting;
- l. **member** means an affiliated club which has been duly accepted as such by the board in accordance with this constitution;
- m. **membership fee** means a fee payable to the association by members for the receipt of membership rights and privileges;
- n. **present** means:
  - i at a board meeting, see clause 7.1.5; or
  - ii at a general meeting, see clause 8.4.2.
- o. **public officer** means the public officer of the association appointed by the board;

- p. **quorum** means the minimum number of eligible voting people who must be present at a board meeting or general meeting in order to constitute a valid meeting;
  - q. **signed** means agreed in writing;
  - r. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the club delegates who are present, eligible to vote and voting;
  - s. **surplus assets** mean the assets after payment of the debts and liabilities remaining on a winding-up of the association and the costs, charges and expenses of the winding-up;
  - t. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

## 1.2. Name

- 1.2.1. The name of the association is Golf NT Incorporated.

## 1.3. Associations Incorporation 2003

- 1.3.1. If there is any inconsistency between this constitution and the Act, the Act prevails.
- 1.3.2. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.3. The model constitution under the Act is expressly displaced by this constitution.

## 1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

## 2. Objects and powers

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### 2.1. Objects

- 2.1.1. The objects of the association are to:
- a. foster, encourage, promote, develop and support the game of golf, particularly in the Northern Territory;
  - b. manage golf tournaments, activities and events;

- c. consider and deal with matters relating to the game of golf in the Northern Territory and within the association's remit;
- d. establish and maintain development pathways for players, administrators and officials;
- e. foster a safe, fair and inclusive environment, encourage a sense of community spirit and social interaction;
- f. advocate for and support members and ensure that members receive equal treatment;
- g. affiliate with Golf Australia and such other bodies as the association deems fit;
- h. align with and abide by current Golf Australia strategies, policies and gender equity principles;
- i. do such things as are incidental or conducive to the attainment of any or all of these objects.

## **2.2. Powers**

- 2.2.1. For achieving its objects and purposes, the association has the powers conferred by Sections 11 and 13 of the Act.
- 2.2.2. Subject to the Act, the association may do all things necessary or convenient for carrying out its objects, and in particular, may:
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. invest its money in any security in which trust monies may lawfully be invested;
  - d. raise and borrow money on the terms and in the manner it considers appropriate;
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. appoint agents to transact business on its behalf; and
  - g. enter into any other contract it considers necessary or desirable.

### **3. Membership**

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#### **3.1. Classes of membership**

- 3.1.1. The membership of the association consists of the following class:
- a. affiliated club;
    - i any properly constituted golf club, which is situated in the Northern Territory, approved and registered with Golf Australia, supports the objects of the association and abides by the association's constitution, bylaws and policies, is eligible to be an affiliated club;
    - ii each affiliated club is entitled to nominate one club delegate to act as the representative of the affiliated club;
    - iii a club delegate must be at least 18 years of age and must be a financial member of the affiliated club which they represent;
    - iv nomination and revocation of club delegates must be in the form decided by board;
    - v club delegates are entitled to vote at general meetings;
    - vi club delegates may not simultaneously serve as a member of the board.
- 3.1.2. The association must have at least five members and there is no maximum number of members.

#### **3.2. Membership fees**

- 3.2.1. Membership fees are:
- a. the amounts decided by the board; and
  - b. payable when, and in the way, the board decides.
- 3.2.2. The board may waive or discount the membership fees payable by any member and may permit a member to pay fees in instalments.
- 3.2.3. A member who has any membership fee or other fee in arrears for a period of one month may have their membership immediately terminated or suspended.
- 3.2.4. A member who has their membership terminated or suspended under clause 3.2.3 continues to be liable to pay any unpaid membership fee or other fee.

#### **3.3. Application for membership**

- 3.3.1. An application for membership must be:
- a. in writing;
  - b. in the form decided by the board; and

- c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

### **3.4. Admission and rejection of new members**

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
  - a. the application for membership; and
  - b. the appropriate membership fee.
- 3.4.2. The board must decide at the meeting whether to accept or reject the application.
- 3.4.3. If a majority of the board members present vote to accept the applicant as a member the applicant must be accepted as a member.
- 3.4.4. If the board decides to reject an application, the board must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board, provide a clear reasoning for the rejection and refund any membership fee paid by the applicant.
- 3.4.5. An applicant whose application for membership has been rejected has the right of appeal against the rejection in accordance with clause 4.3.

### **3.5. Membership renewal and re-joining**

- 3.5.1. Existing members will be invited to renew their annual membership each year in accordance with the timeframes and procedures set down by the board from time to time.
- 3.5.2. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.
- 3.5.3. If the board decides to reject a member's application to renew their membership, the board must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.
- 3.5.4. An existing member which has had its application for membership renewal rejected has the right of appeal against the rejection in accordance with clause 4.3.

### **3.6. Association registers**

- 3.6.1. The board must keep a register of members of the association in accordance with Section 34 of the Act.
- 3.6.2. Members shall have the right to inspect the register in accordance with Section 34 of the Act.



## **4. Resignation, discipline, appeals and grievances**

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### **4.1. Resignation of a member**

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the board.
- 4.1.2. The resignation takes effect at:
  - a. the time the notice is received by the board; or
  - b. if a later time is stated in the notice, the later time.

### **4.2. Discipline**

- 4.2.1. The board may take action to suspend or terminate a member's membership if the member's conduct is determined by the board to be detrimental to the interests of the association.
- 4.2.2. If the board proposes to suspend or terminate a member's membership, the board must, within seven days after the decision, give the member written notice:
  - a. setting out the proposed suspension or termination of membership by the board and the grounds on which it is based;
  - b. stating that the member or its delegate may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
  - c. stating the date, time and place of that meeting; and
  - d. informing the member that the member or its delegate may do either or both of the following:
    - i attend and speak at that meeting;
    - ii submit to the board at or before the date of that meeting written representations relating to the decision.
- 4.2.3. Before the board terminates or suspends a member's membership, the board must:
  - a. give the member or its delegate a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b; and
  - b. give due consideration to any written representations submitted to the board by the member or its delegate at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member or its delegate, the board decides by resolution to suspend or terminate the membership, the board must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

- 4.2.5. Nothing in this constitution shall prevent the board from immediately suspending a member's right to participate in association activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

#### **4.3. Appeal against rejection, suspension or termination of membership**

- 4.3.1. An applicant whose application for membership has been rejected, or a member whose membership has been terminated or suspended, or which has had its application to renew membership rejected, may give the board written notice of its intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the board within seven days after the applicant receives written notice of the decision.
- 4.3.3. If the board receives a notice of intention to appeal, the board must, within 14 days after receiving the notice, call a general meeting to decide the appeal.
- 4.3.4. The general meeting to decide an appeal must be held within 28 days after the board receives the notice of intention to appeal.
- 4.3.5. At the meeting, the member or its delegate must be given a full and fair opportunity to show why the membership should not be rejected, terminated or suspended.
- 4.3.6. Also, the board and the members of the board who rejected the application or terminated or suspended the membership must be given a full and fair opportunity to show why the membership should be rejected, terminated or suspended.
- 4.3.7. An appeal must be decided by a majority vote of the club delegates present, eligible to vote and voting at the meeting.

#### **4.4. Grievances**

- 4.4.1. This clause applies to disputes between:
- a. a member or its delegate and another member or its delegate; or
  - b. a member or its delegate and the board.
- 4.4.2. Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 4.4.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

- 4.4.4. The mediator must be:
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement:
    - i for a dispute between a member or its delegate and another member or its delegate – a person appointed by the board; or
    - ii for a dispute between a member or its delegate and the board – a person who is a mediator appointed or employed by the department administering the Act.
- 4.4.5. The mediator cannot be a party to the dispute.
- 4.4.6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 4.4.7. The mediator, in conducting the mediation, must:
  - a. give the parties to the mediation process every opportunity to be heard;
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 4.4.8. The mediator must not determine the dispute.
- 4.4.9. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **5. The board, public officer, subcommittees and delegation**

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### **5.1. Board transition**

- 5.1.1. If, prior to the registration of this constitution, the board's membership, composition or terms of office contravene the provisions at clauses 5.2, 5.3 or 5.4, the board may:
  - a. operate notwithstanding the inconsistency; until
  - b. such time as the board resolves.

### **5.2. Membership of board**

- 5.2.1. The association's board shall comprise no less than three and no more than seven board members.
- 5.2.2. Up to five board members are elected and up to two board members are appointed.
- 5.2.3. Subject to clause 6.3, elected board members shall be elected by club delegates at a general meeting in accordance with clause 6.1.

- 5.2.4. Appointed board members are appointed by the board.
- 5.2.5. No person who is a current employee of the association shall be eligible to hold office as a board member.

### **5.3. Composition of board**

- 5.3.1. The board consists of the following positions:
  - a. president;
  - b. vice president; and
  - c. up to five general board members.
- 5.3.2. The board must, at the first board meeting after each annual general meeting, elect board members to the positions of president and vice president.
- 5.3.3. The board members elected to be president and vice president under clause 5.3.2 will, subject to remaining in office, remain in those roles from the date of their election until the first board meeting after the subsequent annual general meeting, or until removed by the board.
- 5.3.4. A board member who is elected to be president or vice president under clause 5.3.2 may be re-elected as president or vice president in following years, so long as they remain a board member.
- 5.3.5. The board shall comprise no more than 60% of any one gender.

### **5.4. Terms of office**

- 5.4.1. The term of office for board members is three years.
- 5.4.2. Subject to clause 5.4.3:
  - a. elected board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the third annual general meeting following their election; and
  - b. appointed directors shall remain in office for three years from the date of their appointment.
- 5.4.3. The board shall have the power to determine the sequence of retirements for both elected and appointed directors to ensure rotational terms.
- 5.4.4. No board member may serve on the board for more than three consecutive terms. Any board member who has served three consecutive terms must resign and shall not be eligible for election or appointment to the board until a period of two years has expired.

## **5.5. Functions and duties of board**

- 5.5.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.5.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.5.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.5.4. The board may appoint and remove staff.
- 5.5.5. The board has the power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 5.5.6. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.5.7. A board member must not improperly use their position, or information obtained as a board member, to:
  - a. gain a benefit or material advantage; or
  - b. cause detriment to the association.
- 5.5.8. Board members have a duty to prevent insolvent trading.

## **5.6. Public officer**

- 5.6.1. The association must have a public officer, who must be an individual who is at least 18 years of age ordinarily residing in the Northern Territory.
- 5.6.2. The public officer may also hold any other office in the association.
- 5.6.3. The public officer may vacate office in the circumstances listed in Section 27(4) of the Act.
- 5.6.4. If a vacancy occurs in the office of public officer, the members of the board must ensure a new public officer is appointed within 14 days after the vacancy occurs.
- 5.6.5. The public officer's functions include, but are not limited to:
  - a. ensuring that documents are filed with the Director in accordance with Sections 23, 28 and 45 of the Act;
  - b. keeping a current copy of the constitution of the association.

## **5.7. Delegation**

- 5.7.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
  - a. the power to delegate; or
  - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.7.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.
- 5.7.3. The board may revoke wholly or in part any delegation under this clause.

## **5.8. Acts not affected by defects or disqualifications**

- 5.8.1. An act or omission performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.8.2. Clause 5.8.1 applies even if the act or omission was performed when:
  - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
  - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting.

## **6. Election, appointment and vacancies on board**

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### **6.1. Election of elected board members**

- 6.1.1. An elected board member may only be elected as follows:
  - a. the board calls for nominations with sufficient notice before the general meeting at which the election is to be held;
  - b. any two members of an affiliated club may nominate a person (the candidate) to serve as an elected board member, provided that the candidate must be:
    - i a current financial member of an affiliated club;
    - ii at least 18 years of age; and
    - iii eligible to be elected or appointed to the board under the Act.

- c. nominations must be:
  - i in writing;
  - ii signed by the candidate and the people who nominated them;  
and
  - iii received by the board at least 28 days before the general meeting at which the election is to be held.
- d. a list of the candidates' names in alphabetical order, with the names of the people who nominated each candidate, must be open for inspection by members and club delegates for at least 14 days immediately preceding the general meeting;
- e. if required, balloting lists shall be prepared containing the names of the candidates in order determined by lot;
- f. each club delegate present and entitled to vote at the general meeting may vote for one candidate for each vacant elected board position. Any equality in voting is decided as follows:
  - i if there are two candidates for a vacant elected board position and both candidates receive an equal number of votes, voting is determined by lot;
  - ii if there are three or more candidates for a vacant elected board position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
- g. if there is only one candidate for a vacant elected board position, the candidate shall be declared duly elected and an election is not required;
- h. if, at the start of the general meeting, there are no candidates nominated for any vacant elected board position, nominations for that position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.e;
- i. if no candidate is elected to any vacant elected board position, a casual vacancy is deemed to have occurred in that position.

## **6.2. Resignation, removal or vacation of office of board member**

- 6.2.1. The office of a board member becomes vacant if the member:
  - a. is disqualified from being a board member under Section 30 or 40 of the Act;
  - b. resigns by giving written notice to the board;

- c. dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - d. is absent from three consecutive board meetings without approval of the board; or
  - e. becomes an employee of the association.
- 6.2.2. Any board member may be removed from office at a general meeting of the association if a majority of the club delegates present, eligible to vote and voting at the meeting vote in favour of removing the member.
- 6.2.3. Before a vote is taken about removing the board member from office, the member must be given a full and fair opportunity to show why they should not be removed from office.
- 6.2.4. Also, club delegates present must be given a full and fair opportunity to show why the board member should be removed from office.
- 6.2.5. An appointed board member may be removed from office if a majority of the board members present at a board meeting vote in favour of removing the board member from office.
- 6.2.6. A board member has no right of appeal against their removal from office under this clause 6.2.

### **6.3. Vacancies on board**

- 6.3.1. If a casual vacancy occurs in an elected board position, the continuing members of the board may appoint another eligible person to fill the vacancy until the next annual general meeting.
- 6.3.2. If a casual vacancy occurs in an appointed board position, the continuing board members may appoint another eligible person to fill the vacancy for the remainder of the term for that position.

## **7. Meetings of the board**

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### **7.1. Board meetings**

- 7.1.1. Subject to this clause, the board may meet and conduct its proceedings as it considers appropriate, provided that the board must meet at least once every three months to exercise its functions.
- 7.1.2. The president or a majority of the board members may at any time convene a special meeting of the board.
- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to take part in discussions as they happen.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.



- 7.1.6. Each board member present is entitled to one vote only.
- 7.1.7. A question arising at a board meeting is to be decided by a majority vote of board members present, eligible to vote and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.8. The president shall preside as chairperson at a board meeting.
- 7.1.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting or is unwilling to act, the board members present may choose one of their number to preside as chairperson at the meeting.

## **7.2. Minutes of board meetings**

- 7.2.1. The board must ensure that full and accurate minutes of each board meeting are recorded.
- 7.2.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be confirmed by the board members present at a subsequent board meeting and signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.2.3. Minutes of board meetings are available for inspection by the public officer, board members and any other person approved by the board.

## **7.3. Quorum for, and adjournment of, board meeting**

- 7.3.1. At a board meeting, more than 50% of the current board members shall form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.3.3. If, at an adjourned meeting mentioned in clause 7.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **7.4. Resolutions of board without meeting**

- 7.4.1. A written resolution agreed in writing by a majority of board members is as valid and effectual as if it had been passed at a board meeting that was properly called and held, provided that every board member has been given an opportunity to read and vote on the resolution.
- 7.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.

- 7.4.3. A resolution mentioned in clause 7.4.1 may consist of several documents in like form, each agreed in writing by one or more board members.

## **7.5. Material personal interests**

- 7.5.1. The board shall cause to be kept and updated from time to time a register of declared personal interests of board members.
- 7.5.2. A board member who has a material personal interest in a matter being considered at a board meeting must:
- a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the board;
  - b. not vote on the matter; and
  - c. disclose the nature and extent of the interest at the next annual general meeting of the association.
- 7.5.3. The interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 7.5.4. Clause 7.5.2 does not apply to a material personal interest:
- a. that exists only because the board member belongs to a class of person for whose benefit the association is established; or
  - b. that the board member has in common with all, or a substantial proportion of, the members of the association.

## **8. Meetings of members**

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### **8.1. Annual general meetings**

- 8.1.1. The association must hold its first annual general meeting within 18 months after its incorporation.
- 8.1.2. The association's annual general meeting must be held within five months after the end date of the association's reportable financial year.
- 8.1.3. Subject to the Act, the following business must be conducted at each annual general meeting of the association:
- a. presentation of financial statements in accordance with Sections 42 and 43 of the Act;
  - b. electing any elected board members;
  - c. in accordance with clause 7.5.2.c, disclosure of the nature and extent of material personal interests of board members, if applicable.

## **8.2. General meetings**

- 8.2.1. The board must call a general meeting by giving each member written notice of the meeting within 21 days after:
  - a. being directed to call the meeting by the board; or
  - b. being given a written request signed by at least three club delegates when the request is signed; or
  - c. being given a written notice of intention to appeal against a decision of the board to suspend or terminate membership, or to reject an application for membership or renewal.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the board is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.4. Written notice of a general meeting must be provided to each member at least 21 days before the date of the general meeting.
- 8.2.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 8.2.6. If the board does not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the club delegates who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.2.7. Any meeting called by club delegates under clause 8.2.6 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## **8.3. Quorum for, and adjournment of, general meeting**

- 8.3.1. At a general meeting, club delegates representing at least 50% of the current number of affiliated clubs shall form a quorum.
- 8.3.2. In accordance with clause 8.4.2, a person who participates in a general meeting through a proxy instrument is deemed to be present at the meeting and shall be included in the establishment of a quorum for that meeting.
- 8.3.3. No business may be conducted at a general meeting unless there is a quorum.
- 8.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of club delegates under clause 8.2.1.b, the meeting lapses.

- 8.3.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of club delegates under clause 8.2.1.b:
- a. the meeting is to be adjourned for at least seven days; and
  - b. the board is to decide the day, time and place of the adjourned meeting.
- 8.3.6. If at the adjourned meeting under clause 8.3.5 a quorum is not present within 30 minutes from the appointed time for the meeting, the club delegates who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.3.7. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.3.8. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3.9. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.3.10. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

#### **8.4. Procedure at general meeting**

- 8.4.1. A club delegate may take part and vote in a general meeting in person, by proxy or by using any technology as the board allows, that reasonably allows the member to take part in discussions as they happen.
- 8.4.2. A club delegate who participates in a meeting as mentioned in clause 8.4.1 is taken to be present at the meeting.
- 8.4.3. At each general meeting:
- a. the president is to preside as chairperson; and
  - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the club delegates present may choose another board member to be chairperson of the meeting; and
  - c. if there is no board member present or willing to act the club delegates present may choose another person to preside as chairperson at the meeting; and
  - d. the chairperson must conduct the meeting in a proper and orderly way.

## **8.5. Voting at general meeting**

- 8.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the club delegates who participate in the vote for that question, matter or resolution.
- 8.5.2. At a general meeting, a special resolution must be decided by at least 75% of the club delegates present and voting.
- 8.5.3. Each club delegate present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.5.4. A club delegate is not entitled to vote at a general meeting if the affiliated club which the delegate represents has any membership fee or other fee in arrears at the date of the meeting.
- 8.5.5. A challenge to a club delegate's right to vote at a general meeting:
  - a. may only be made at the meeting; and
  - b. must be determined by the chairperson, whose decision is final.
- 8.5.6. The method of voting in person at a general meeting is to be decided by the board. However, if at least 20% of the club delegates present demand a secret ballot, voting at the general meeting must be by secret ballot.
- 8.5.7. If a secret ballot is held, the chairperson must appoint two people to conduct the secret ballot in the way the chairperson decides.
- 8.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.5.9. Before any vote is taken the chairperson must inform the meeting whether any proxy votes have been received and the manner in which proxy votes are to be cast.

## **8.6. Proxies**

- 8.6.1. Any club delegate may appoint another member of the affiliated club which the delegate represents as the delegate's proxy to attend and vote on behalf of the delegate at a general meeting.
- 8.6.2. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 8.6.3. Each instrument appointing a proxy must be received by the board at least 72 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 8.6.4. No person may hold more than one proxy at a general meeting.

- 8.6.5. The instrument appointing a proxy must be signed by the appointor.
- 8.6.6. Unless the board has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes, the appointing club delegate:
  - a. dies; or
  - b. is rendered permanently incapable of performing the duties of a club delegate by mental or physical ill-health; or
  - c. revokes the proxy's appointment.

## **8.7. Minutes of general meetings**

- 8.7.1. The board must ensure that full and accurate minutes of each general meeting are recorded.
- 8.7.2. To ensure the accuracy of the minutes, the minutes of each general meeting must be confirmed by the club delegates present at a subsequent general meeting and signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 8.7.3. If asked by a member or club delegate, the board must, within 28 days after the request is made:
  - a. make the minutes for a particular general meeting available for inspection by the member or club delegate at a mutually agreed time and place; and
  - b. give the member or club delegate a copy of the minutes of the meeting.
- 8.7.4. The association may require the member or club delegate to pay the reasonable costs of providing copies of the minutes.

## **9. Finance**

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### **9.1. Funds and accounts**

- 9.1.1. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the board.
- 9.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 9.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.

- 9.1.4. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
- a. two board members; or
  - b. one board member and:
    - i the public officer; or
    - ii any other person who has been authorised by the board for that purpose.
- 9.1.5. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the board must decide the amount of funds to be kept in any such accounts.
- 9.1.6. Any credit or debit card mentioned in clause 9.1.5 may be used only for purchases and may not be used for cash withdrawals.
- 9.1.7. All expenditure must be approved or ratified at a board meeting.

## **9.2. Financial records and statements**

- 9.2.1. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with Section 41 of the Act.
- 9.2.2. The association must retain its accounting and financial records for at least seven years after the transactions to which they relate are completed.
- 9.2.3. On behalf of the board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the association's last reportable financial year is prepared.
- 9.2.4. If required, the board must ensure that the association's financial statement is audited by an auditor or an accountant and made available for inspection by members in accordance with Section 44 of the Act.

## **9.3. General financial matters**

- 9.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among individual members of the association, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the association; or
  - b. repayment for out-of-pocket expenses incurred on behalf of the association; or

- c. payment for sale or hire of goods or payment of rent for premises let to the association; or
- d. interest to any person in respect of money advanced by that person to the association or otherwise owing by the association to the person, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
  - i the financial institution of the association; or
  - ii if there is more than one financial institution of the association, the financial institution nominated by the board.

#### **9.4. Financial year**

9.4.1. The association's financial year will end on 30 June each year.

### **10. Documents and legal**

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#### **10.1. Documents**

10.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### **10.2. Inspection of documents**

10.2.1. A member or its delegate must contact the board to make the necessary arrangements for inspection of:

- a. a copy of this constitution;
- b. minutes of general meetings;
- c. annual reports and annual financial reports.

#### **10.3. Notices**

10.3.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.

10.3.2. Where a notice is sent by post:

- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
- b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.



#### **10.4. Common seal**

- 10.4.1. The common seal of the association must not be used without the express authority of the board and every use of that common seal must be recorded by the board.
- 10.4.2. The affixing of the common seal of the association must be witnessed by:
  - a. two board members; or
  - b. one board member and:
    - i the public officer; or
    - ii any other person who has been authorised by the board for that purpose.

#### **10.5. Alteration of constitution**

- 10.5.1. Subject to the Act, this constitution may be altered by a special resolution carried at a general meeting.
- 10.5.2. If this constitution is altered, the public officer must ensure compliance with Section 23 of the Act.
- 10.5.3. Any alteration of this constitution is valid only once it is registered by the Director.

#### **10.6. Bylaws**

- 10.6.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.
- 10.6.2. A bylaw may be set aside by a majority vote of club delegates at a general meeting of the association.

#### **10.7. Insurance**

- 10.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a public officer, board member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

### **11. Winding up**

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#### **11.1. Distribution of surplus assets**

- 11.1.1. If upon winding up or cancellation of the association there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be distributed to any current or former individual members of the association.

- 11.1.2. Any surplus assets must be given up or transferred to one or more other institutions that:
- a. have objects similar to the objects of the association; and
  - b. are not carried on for profit or gain to its individual members; and
  - c. are determined by resolution of the club delegates.