

Constitution of Golf Victoria Limited

Dated November 5, 2021

Corporations Act 2001

A company limited by guarantee

Incorporated in Victoria

Constitution of Golf Victoria Limited

Table of Contents

1.	General	4
1.1	Definitions	4
1.2	Interpretation	5
2.	Replaceable Rules	6
3.	Objects	6
4.	Functions and Powers	7
5.	Company Limited by Guarantee	7
6.	Membership	8
6.1	Register of Members	8
6.2	Members	8
6.3	Application for Membership	8
6.4	Admission of Members	8
6.5	Honorary Life Members	9
6.6	Classes of Members	9
6.7	Affiliated Clubs	9
6.8	Associated Clubs	9
7.	Membership Fees	9
7.1	Annual Subscription	9
7.2	Non-payment of Annual Subscription	9
8.	Cessation of Membership	10
8.1	Resignation of a Member	10
8.2	Misconduct of a Member	10
8.3	Suspension or Expulsion	10
8.4	Cessation of Membership	10
8.5	Readmission	11
8.6	Liability of a Member	11
9.	Meetings	11
9.1	Power to Convene General Meetings	11
9.2	Annual General Meetings	11
9.3	Notices of Meetings	11
9.4	Quorum	11
9.5	If Quorum Not Present	12
9.6	Chair of Meetings	12
9.7	Adjournments	12
9.8	Conduct at a General Meeting	13
9.9	Voting at General Meetings	13
9.10	Procedure for Poll	13
9.11	Chair's Casting Vote	13
9.12	Representation of Members	13
9.13	Districts	14

Constitution of Golf Victoria Limited

9.14	Voting of Members	14
9.15	Restriction on Voting Rights — Unpaid Amounts	14
9.16	Objections to Qualification to Vote	14
9.17	Proxies	14
9.18	Lodgement of Proxies	15
9.19	Validity of Proxies	16
9.20	Where Proxy is Incomplete	16
10.	Board	16
10.1	Board of Directors	16
10.2	Election and Removal of Directors	16
10.3	Voting for Directors	17
10.4	Appointment of Directors	17
10.5	Retirement of Directors	17
10.6	Director Qualification	18
10.7	Remuneration	18
10.8	Vacation of Office	18
11.	Powers and Duties of Directors	18
11.1	General Power of the Board	18
11.2	Power to Make By-Laws	19
11.3	Appointment of Attorneys	19
11.4	Negotiable Instruments	19
12.	Proceedings of Directors	20
12.1	Proceedings	20
12.2	Meetings by Technology	20
12.3	Quorum at Meetings	20
12.4	Chair of Directors	20
12.5	Proceedings at Meetings	21
12.6	Disclosure of Interests	21
13.	Committees	21
14.	Written Resolutions	22
15.	Defects in Appointments	22
16.	Chief Executive	23
16.1	Chief Executive	23
16.2	Delegation of Powers to Chief Executive	23
16.3	Chief Executive to act as Secretary	23
17.	Other Officers	23
18.	Inspection of Records	23
19.	Application of Income and Property	24
20.	Winding Up	24
21.	Notices	24
21.1	Notices Generally	24
21.2	Notices of General Meeting	25

Constitution of Golf Victoria Limited

22.	Indemnity	25
22.1	Indemnity and Insurance	25

Constitution of Golf Victoria Limited

Constitution of Golf Victoria Limited

A company limited by guarantee

Incorporated in Victoria

1. General

1.1 Definitions

The following definitions apply in this Constitution unless the context otherwise requires.

Act means the *Corporations Act 2001* (Cth).

Affiliated Club means a golf club which may have a President, Captain and Committee and members who hold or aspire to hold a current golf handicap or a group of golfers approved by the Board who hold or aspire to hold a current golf handicap and which is a member of a District or the League.

Associated Club means a golf club which is an Affiliate Member of the Company immediately prior to the adoption of this Constitution and any other golf club which, having regard to its Constitution, course, clubhouse facilities, tenure and other matters, in the opinion of the Board should be admitted to membership of the Company as an Associated Club.

Board means the Directors for the time being of the Company.

Business Day means a weekday on which trading banks are open for business in Melbourne, Victoria.

By-Laws means the by-laws of the Company made in accordance with this Constitution, as amended from time to time.

Chief Executive means a person appointed as the Chief Executive in accordance with this Constitution.

Company means Golf Victoria Limited.

Director means a person appointed or elected to the office of director of the Company in accordance with this Constitution.

District means a district golf association representing Affiliated Clubs in a particular geographical area outside the Melbourne Metropolitan area which is recognised as a district by the Board.

Finance Director means a person appointed or elected to the office of Finance Director.

Financial Member means a Member which has paid all fees and other amounts due to be paid to the Company.

Financial Year means the period of 12 months commencing on 1 July in a calendar year and ending on 30 June in the next calendar year.

Golf Australia means Golf Australia Limited ABN 54 118 151 894.

Constitution of Golf Victoria Limited

GVMD means a Golf Victoria Mens' District.

GVWD means a Golf Victoria Womens' District.

Honorary Life Member means a person admitted to honorary life membership of the Company.

League means the Victorian Golf League Inc.

Melbourne Metropolitan area means the area determined as such by the Board from time to time.

Member means any person who is admitted to the membership of the Company and whose name is entered in the Register.

Member Club means a golf club located in the Melbourne Metropolitan area which is, immediately prior to the adoption of this Constitution, a member of the Company and such other golf clubs as the Board determines to admit as a Member Club.

Member Present means, in connection with a meeting, the Financial Member present at the venue or venues for the meeting in person, or by proxy, or by representative or by attorney.

Office means the registered office of the Company.

President means a person appointed or elected to the office of President of the Company in accordance with this Constitution.

Register means the register of members maintained by the Company in accordance with the Act.

Resolution means a resolution other than a special resolution.

Secretary means any person appointed to perform the duties of secretary of the Company, and includes an assistant secretary or any person appointed to act as secretary temporarily.

Special Resolution means a resolution that has been passed by at least 75% of Members Present and entitled to vote on the resolution.

Subscription means the sum (if any) payable annually by a Member, as determined by the Board from time to time.

Vice-President means a person appointed or elected to the office of Vice-President of the Company in accordance with this Constitution.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.

Constitution of Golf Victoria Limited

- (d) A reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
- (e) A reference to a Rule, sub-Rule, paragraph, or sub-paragraph is a reference to a Rule, sub-Rule, paragraph or sub-paragraph of this Constitution.
- (f) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (g) A reference to '\$' or 'dollars' is to currency of the Commonwealth of Australia.
- (h) An expression has, in a provision of this Constitution which relates to a particular provision of the Act, the same meaning as in that provision of the Act.
- (i) The words 'includes' and 'including' are not words of limitation, and do not and must not be taken as detracting from the generality of any provisions of this Constitution.
- (j) Unless the contrary intention appears expressions used in this Constitution have the same meaning as in the Act.

2. Replaceable Rules

The replaceable rules contained in the Act do not apply to the Company.

3. Objects

The Company is the peak body for the administration of golf in Victoria. The objects for which the company is established are:

- (a) encourage, administer, promote, conduct, advance and control the game of golf in Victoria;
- (b) promote, regulate and control either alone or jointly with others and participate in the conduct of regional, state, national and international golf tournaments, championships, matches, events and competitions;
- (c) arrange for Victoria to be represented in international, interstate and other golfing contests;
- (d) enforce the observance of the Rules of Golf;
- (e) oversee and advise on the making of local rules subject to the Rules of Golf and participate to secure uniformity in such rules;
- (f) adopt, apply and regulate a uniform system of course rating and a uniform system of handicapping as delegated to the Company by Golf Australia;
- (g) decide upon matters in dispute, appeals and questions of interpretation of the Rules of Golf which may be referred to the Company and in connection with disciplinary matters referred to the Company;

Constitution of Golf Victoria Limited

- (h) promote the importance of golf standards, techniques, awards and education of bodies involved in golf in Victoria;
- (i) promote and co-operate with Golf Australia and other bodies on the research and development for improvements in the game of golf;
- (j) represent golfers in Victoria in relation to other representative bodies;
- (k) affiliate with, become a member of and co-operate and liaise with Golf Australia and any other body involved in the game of golf;
- (l) encourage and promote drug free competitions in accordance with guidelines published from time to time by the World Anti Doping Authority;
- (m) formulate or adopt and implement appropriate policies on matters as arise from time to time in connection with golf;
- (n) otherwise engage in activities that are not inconsistent with the above objects which will directly or indirectly benefit golf in Victoria.

4. Functions and Powers

The Company may do anything which a Company has the legal capacity and power to do pursuant to the Act and to do all things the Board considers to be conducive to pursue and further the above objects.

5. Company Limited by Guarantee

- (a) The Company is a Company limited by guarantee.
- (b) This Constitution has effect as a contract between the Company and each Member, between the Company and each officer of the Company and between each Member.
- (c) The liability of the Members is limited.
- (d) Each Member undertakes to contribute an amount not exceeding \$10 to the property of the Company if the Company is wound up while it is a Member or within one year after it ceases to be a Member:
 - (i) for payment of debts and liabilities of the Company contracted before it ceases to be a Member;
 - (ii) for payment of costs, charges and expenses of winding up; and
 - (iii) for the adjustment of the rights of the contributories among themselves.
- (e) The income and assets of the Company must be used and applied solely towards the objects of the Company and must not be paid to or distributed amongst the Members for any purpose. No amount may be distributed or paid directly or indirectly by way of dividend bonus or otherwise by way of profit to or amongst the Members.

Constitution of Golf Victoria Limited

- (f) Paragraph (e) does not prevent the payment to a Member by the Company in good faith of any payment referred to in Rule 19(b).

6. Membership

6.1 Register of Members

- (a) The Chief Executive shall keep the Register, which shall contain the full names and addresses of the Members, and other such particulars as the Board may prescribe from time to time.
- (b) Every Member is required to communicate any change of its address to the Company in writing and any such change of address shall be entered in the Register. The latest address in the Register is deemed to be the Member's registered address.

6.2 Members

The Members of the Company shall be:

- (a) Member Clubs;
- (b) GVMDs;
- (c) GVWDs;
- (d) the League;
- (e) Affiliated Clubs; and
- (f) Associated Clubs.

6.3 Application for Membership

An application for membership must:

- (a) be made in a form determined by the Board from time to time;
- (b) be signed by the applicant; and
- (c) comply with all other requirements for admission to membership as may be set out in the By-Laws.

6.4 Admission of Members

- (a) The Board will hold a meeting to determine applications for membership at such time as the Directors see fit.
- (b) All Directors must be provided with notice of an application for membership, prior to the Board determining that application for membership.
- (c) An applicant for membership of the Company is to be admitted as a Member on the approval of the Board and upon payment by the applicant of the first Subscription.
- (d) The Board is not required to give any reason for rejecting or accepting an application for membership.

Constitution of Golf Victoria Limited

6.5 Honorary Life Members

- (a) The Board may from time to time recommend to the Annual General Meeting that any natural person who has provided exceptional service to the Company, its predecessor bodies or to golf be appointed as an Honorary Life Member.
- (b) An Honorary Life Member shall be entitled to attend and speak at General Meetings of the Company but shall not be entitled to vote.

6.6 Classes of Members

The Board may determine and admit different classes of Members, and subject to this Constitution, the qualification, rights, privileges and obligations of the respective classes of Members shall be as determined by the Board from time to time.

6.7 Affiliated Clubs

- (a) The Board may admit an Affiliated Club as a Member upon such terms and conditions and according to such method of admission as are prescribed in the By-Laws from time to time.
- (b) Any Affiliated Club shall cease to be a Member if it ceases to be a member of a District or the League.
- (c) An Affiliated Club may not take part in any competition conducted by or under the auspices of the Company or by a District until it has paid any monies due by the Affiliated Club to the Company or the District of which the Affiliated Club is a member as the case may be.

6.8 Associated Clubs

The Board may admit an Associated Club as a Member upon such terms and conditions and according to such method of admission as are prescribed in the By Laws from time to time.

7. Membership Fees

7.1 Annual Subscription

- (a) The Board may determine that a Subscription is payable annually by Members.
- (b) The Board may determine the amount of the Subscription from time to time.
- (c) The Board may prescribe different amounts, suspend or waive the payment of the Subscription in respect of any Member or applicant for membership of the Company.

7.2 Non-payment of Annual Subscription

- (a) If a Member's Subscription remains unpaid after it becomes due, the Board may direct the Chief Executive to give notice to the Member of that fact.
- (b) If the Subscription remains unpaid on the expiration of a period determined by the Board after the date of the notice, the Board may suspend or expel the Member

Constitution of Golf Victoria Limited

from membership of the Company and, if applicable, remove the Member's name from the Register.

- (c) The Board may charge a Member interest if that Member has not paid its Subscription or any other amount owing by the Member to the Company. Interest shall be payable by the Member at the rate prescribed in the By-Laws.
- (d) A Member is not entitled to exercise any rights of membership unless that Member is a Financial Member, and a Member whose membership of the Company has been suspended is not entitled to exercise any rights of membership until that suspension has ended.

8. Cessation of Membership

8.1 Resignation of a Member

A Member may at any time, by giving notice in writing to the Chief Executive, resign as a Member. The resignation shall be effective from the date of receipt of the notice by the Chief Executive. That Member's name shall be removed from the Register.

8.2 Misconduct of a Member

Without limiting Rule 8.3, if any Member:

- (a) is in breach of the provisions of this Constitution or any By-Laws; or
- (b) is guilty of any act or omission which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Company,

the Board may suspend or expel the Member from membership of the Company and, if applicable, remove the Member's name from the Register.

8.3 Suspension or Expulsion

The Board shall not suspend or expel a Member under Rule 8.2, unless:

- (a) reasonable notice has been given to the Member, stating the date, time and place at which the question of suspension or expulsion of that Member is to be considered by the Board, and the nature of the alleged breach or act or omission; and
- (b) the Member has been provided with an opportunity to address the Board in respect of the alleged breach or act or omission.

8.4 Cessation of Membership

A Member shall automatically cease to be a Member if that Member:

- (a) is wound up; or
- (b) no longer satisfies the criteria for membership determined by the Board from time to time.

Constitution of Golf Victoria Limited

8.5 Readmission

A person who ceases to be a Member under Rule 8.4, is entitled to reapply for membership of the Company, and may be readmitted as a Member at the discretion of the Board.

8.6 Liability of a Member

A person who ceases to be a Member must pay the Company:

- (a) all membership fees or other amounts owing to the Company which are due and unpaid at the date that the person ceases to be a Member; and
- (b) amounts which the Member is liable to pay under Rule 5(d).

9. Meetings

9.1 Power to Convene General Meetings

- (a) The Board may at any time convene a general meeting of the Company.
- (b) The Board shall on the receipt of the requisition in writing of Members, signed by not less than 12 Financial Members, and which states the business for which it is required, convene a general meeting for any specific purpose.

9.2 Annual General Meetings

The Company shall hold an annual general meeting in each calendar year within 5 months after the end of its financial year, for the following purposes:

- (a) to consider the financial statements and related reports for the preceding financial year;
- (b) to elect Directors in accordance with this Constitution;
- (c) to discuss the general business of the Company; and
- (d) to transact any other business which under this Constitution or the Act ought to be transacted at an annual general meeting.

9.3 Notices of Meetings

- (a) A notice of a general meeting shall:
 - (i) specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting; and
 - (ii) contain any other information required by the Act.
- (b) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice shall not invalidate the proceedings at, or any resolution passed at, that meeting.

9.4 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum of Financial Members is present at the time when the meeting proceeds to business.

Constitution of Golf Victoria Limited

- (b) Except as otherwise provided for in this Constitution, 20 Members Present shall constitute a quorum.

9.5 If Quorum Not Present

If a quorum is not present within 30 minutes after the time appointed for the general meeting:

- (a) where the meeting was convened on the requisition of Financial Members, the proposed meeting shall be dissolved;
- (b) in any other case:
 - (i) the meeting stands adjourned to a day and at a time and place as the Board decides or, if no decision is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall be dissolved.

9.6 Chair of Meetings

- (a) Subject to paragraph (b), the President of the Board or, in the President's absence, the Vice-President shall preside as chair at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President or Vice-President; or
 - (ii) the President or Vice-President is not present within 15 minutes after the time appointed for the meeting;the Directors present shall choose one of the Directors present to chair the meeting.
- (c) In the absence of all Directors, a Member's representative elected by the meeting shall chair the meeting.

9.7 Adjournments

- (a) The chair of the meeting may, with the consent of the meeting at which a quorum is present, and shall if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by paragraph (c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Constitution of Golf Victoria Limited

9.8 Conduct at a General Meeting

- (a) Subject to any By-Laws, the chair of the meeting may give necessary directions for the conduct of any meeting and the ruling of the chair of the meeting shall be final unless overruled by a resolution of the meeting.
- (b) Any question requiring a decision shall be in the form of a motion which shall be submitted in writing and be proposed and seconded before being discussed.

9.9 Voting at General Meetings

- (a) Any resolution to be put to a vote at a general meeting is to be determined by a show of hands unless a poll is demanded.
- (b) A declaration by the chair of the meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be demanded by :
 - (i) the chair of the meeting; or
 - (ii) as otherwise provided for by the Act.
- (d) A demand for a poll may be withdrawn.
- (e) Affiliated Clubs are entitled to be represented at a general meeting but shall have no right to speak, other than with the permission of the chair of the meeting, and are not entitled to vote at the meeting.
- (f) Each Director is entitled to attend a general meeting and is entitled to one vote.
- (g) Members of any Member Club or of a golf club which is represented by a District are entitled to attend a general meeting but shall have no right to speak, other than with the permission of the chair of the meeting, and are not entitled to vote.

9.10 Procedure for Poll

- (a) Subject to any By-Laws, a poll shall be taken in the manner and at the time the chair of the meeting directs.
- (b) The result of the poll shall be a resolution of the meeting at which the poll was demanded.
- (c) The demand for a poll shall not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded.

9.11 Chair's Casting Vote

In the case of an equality of votes on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any deliberative vote to which the chair may be entitled as a Member or a Director.

9.12 Representation of Members

Financial Members have the right to be represented at general meetings as follows:

Constitution of Golf Victoria Limited

- (a) Each District formed as a result of an amalgamation of a GVMD and a GVWD by three male representatives and two female representatives each of whom shall have one vote.
- (b) Each Member Club by one male representative, one female representative and one representative of either gender appointed by the Member Club each of whom shall have one vote.
- (c) the League by three male representatives and two female representatives each of whom shall have one vote.

9.13 Districts

In consultation with the Board a GVMD and a GVWD in a particular area may decide by agreement to amalgamate and apply to become a member of the Company. Prior to such amalgamation of districts in a geographical area, each GVMD will be a Member and entitled to be represented at general meetings of the Company by three representatives each of whom shall be entitled to one vote and each GVWD will be a Member and entitled to be represented at general meetings of the Company by two representatives each of whom shall be entitled to one vote.

9.14 Voting of Members

Subject to this Constitution:

- (a) Members entitled to attend and vote at general meetings, may attend and vote in person or by proxy or representative;
- (b) on a show of hands, every representative of a Member Present having the right to vote at the meeting has one vote; and
- (c) on a poll, every representative of a Member Present having the right to vote at the meeting has one vote.

9.15 Restriction on Voting Rights – Unpaid Amounts

A Member is not entitled to vote at a general meeting unless all sums due and payable by the Member in respect of membership in the Company have been paid.

9.16 Objections to Qualification to Vote

- (a) An objection to a person's qualification to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- (b) Any objection shall be referred to the chair of the meeting, whose decision shall be final.
- (c) A vote allowed after an objection shall be valid for all purposes.

9.17 Proxies

- (a) A Financial Member who is entitled to attend and cast a vote at a general meeting may appoint one of its representatives as its proxy to exercise the votes of any of its representatives who are unable to attend the meeting or if the Member is not

Constitution of Golf Victoria Limited

represented at the meeting the Member may appoint the representative of another Member who is attending the meeting to exercise all votes to which the representatives of the appointing Member are entitled.

- (b) An instrument appointing a proxy must:
 - (i) be in writing;
 - (ii) be signed by the Member entitled to attend and vote at the meeting, or signed by such a Member under power of attorney;
 - (iii) state the full name and registered address of the Member entitled to attend and vote at the meeting; and
 - (iv) state the meeting at which the appointment may be used.
- (c) The Board shall have the power to prescribe the form of an instrument appointing a proxy from time to time. In the absence of a prescribed form of proxy, any instrument appointing a proxy which complies with the requirements contained within this Constitution is valid.
- (d) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (e) In the absence of any direction contained in the instrument appointing a proxy specifying the manner in which the proxy is to vote in respect of a particular resolution, the proxy may vote as the proxy thinks fit on any motion or resolution.

9.18 Lodgement of Proxies

- (a) For an instrument appointing a proxy to be valid, the instrument appointing the proxy must be received by the Company (at the Office or at such other place as is specified for that purpose in the notice convening the meeting) no less than 48 hours before the time for holding the meeting, at which the person named in the instrument proposes to vote.
- (b) For an instrument appointing an attorney to act on behalf of a Member at all general meetings or at all meetings for a specified period to be effective, the following documents must be received by the Company at any time before commencement of the meeting or adjourned meeting at which the attorney proposes to vote:
 - (i) the power of attorney or a certified copy of that power of attorney; and
 - (ii) any evidence that the Board requires to establish the validity and non-revocation of that power of attorney.
- (c) For the avoidance of doubt, the Company receives these documents when they are received at any of the following:
 - (i) the Office;
 - (ii) a fax number at the Office; or

Constitution of Golf Victoria Limited

- (iii) a place, fax number or electronic address specified for the purpose in the notice of meeting.

9.19 Validity of Proxies

A vote exercised in accordance with the terms of an instrument of proxy or a power of attorney is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power, if no notice in writing of the revocation has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

9.20 Where Proxy is Incomplete

- (a) No instrument appointing a proxy shall be treated as invalid merely because it does not contain:
 - (i) the address of the appointer or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument shall be taken to be given in favour of the chair of the meeting.

10. Board

10.1 Board of Directors

The Board shall comprise not less than four nor more than eleven Directors. The Board from time to time may appoint two Directors who shall be appointed for a term of one year and may be reappointed for further terms of one year each. All other Directors must be elected by the Members.

The elected Directors must include:

- (a) not less than three females;
- (b) not less than three males;
- (c) not less than two persons whose principal place of residence is outside the Melbourne Metropolitan area;
- (d) not less than two persons whose principal place of residence is in the Melbourne Metropolitan area.

10.2 Election and Removal of Directors

The Company may at any time by ballot in accordance with the procedure set out in the By-Laws:

- (a) elect any person to be President, Finance Director and as a Director; or
- (b) remove any Director from office.

Constitution of Golf Victoria Limited

10.3 Voting for Directors

In a ballot for an election referred to in Rule 10.2(a) or a resolution for the removal of a Director, each Member shall be entitled to the number of votes to which their representatives would be entitled to exercise at a general meeting as set out in Rule 9.

10.4 Appointment of Directors

- (a) Subject to Rule 10.1, the Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the Board.
- (b) Any Director appointed to the Board under paragraph (a) shall be required to retire from office and is eligible for election at the first annual general meeting following his or her appointment.
- (c) Any Director appointed to the Board under paragraph (a) shall be entitled to be re-elected for two consecutive terms in addition to the term he or she has completed as a result of the appointment under paragraph (a).

10.5 Retirement of Directors

- (a) No Director including the President and the Finance Director shall hold office for a period in excess of three years, or until the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.
- (b) One third of the Directors other than the President and the Finance Director or if their number is not a multiple of three then the number nearest to but not exceeding one third must retire from office and will be eligible for re-election. If in order to comply with paragraph (a) it is necessary for more than one third of the Directors, other than the President and the Finance Director, to retire from office then the number of Directors necessary to comply with paragraph (a) must retire from office and will be eligible for re-election.
- (c) Subject to paragraph (d) a retiring Director shall be eligible for re-election without needing to give any prior notice of an intention to submit for re-election and shall hold office as a Director until the end of the meeting at which the Director retires in accordance with paragraph (a).
- (d) Subject to Rule 10.5(c) and Rule 10.5(e) each Director including the President and the Finance Director may serve a maximum of six consecutive years only but is eligible for re-election after not holding office as a Director for a period of not less than one year.
- (e) Notwithstanding a person has served as a Director (other than as President or Finance Director) for the maximum term of years permitted under this Rule 10.5, that person may stand for election as President or Finance Director and, if elected, may serve as President or Financial Director commencing immediately following the expiration of their term of office as a Director.

Constitution of Golf Victoria Limited

10.6 Director Qualification

- (a) No person is eligible to nominate for election as a Director, to be elected and continue to serve as a Director, unless that person, at all relevant times, is a financial member of a Member Club or an Affiliated Club which is represented by a District or the League.
- (b) A Director may not be an employee of the Company.

10.7 Remuneration

- (a) Subject to paragraphs (b) and (c), no Director is entitled to be paid a fee for his or her service as Director.
- (b) A Director shall be entitled to be paid or reimbursed for all travel and other expenses properly incurred by him or her in connection with the performance of his or her duties or otherwise in connection with the business or affairs of the Company.
- (c) A Director may be engaged by the Company in any other capacity, other than as an employee, and may be appointed on such terms as to remuneration, tenure of office and otherwise as may be agreed by the Board.
- (d) Any amount paid under paragraph (b) or (c) must be approved by the Board.

10.8 Vacation of Office

In addition to the circumstances in which the office of a Director may become vacant under the Act and this Constitution, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns by notice in writing to the Company;
- (c) ceases to be a financial member of a Member Club or an Affiliated Club which is represented by a District or the League;
- (d) dies;
- (e) is found guilty of an offence punishable by imprisonment; or
- (f) is absent from three consecutive meetings of the Board without the consent of the President.

11. Powers and Duties of Directors

11.1 General Power of the Board

The management and control of the business and affairs of the Company shall be vested in the Board. The Board may exercise all powers of the Company which are not, by the Act or this Constitution, required to be exercised by the Company in general meeting.

Constitution of Golf Victoria Limited

11.2 Power to Make By-Laws

- (a) The Board shall have the power to make, amend and repeal By-Laws for the proper conduct and management of the Company, including but not limited to By-Laws which regulate and prescribe:
 - (i) the qualifications, rights, privileges and obligations of Members;
 - (ii) the conduct of Members;
 - (iii) all matters required or proper to be prescribed for the conduct of, or associated with, the admission of persons as Members and election of Directors;
 - (iv) the fees to be charged to Members;
 - (v) fines or penalties for the breach of any By-Laws or any provisions of the Constitution;
 - (vi) the procedure at general meetings of the Company and meetings of the Directors;
 - (vii) the procedure in which polls may be taken;
 - (viii) the roles of Committees;
 - (ix) the composition of Committees; and
 - (x) generally any matters whatsoever necessary or desirable for the purposes of giving effect to the objects of the Company.
- (b) All By-Laws shall be binding upon all Members.
- (c) The Board shall adopt such means as it deems sufficient to bring to the notice of Members all By-Laws made, their amendment or repeal.
- (d) No By-Laws shall be inconsistent with, or shall affect, or repeal anything contained in this Constitution or the Act. Any By-Law may be set aside, in whole or in part, by Special Resolution.

11.3 Appointment of Attorneys

- (a) The Board may appoint any person to be the attorney of the Company for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions, as the Board thinks fit.
- (b) Any appointment under paragraph (a) may be made on terms for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

11.4 Negotiable Instruments

All negotiable instruments of the Company shall be executed by the persons and in the manner that the Board decides from time to time.

Constitution of Golf Victoria Limited

12. Proceedings of Directors

12.1 Proceedings

- (a) The Directors shall meet as often as they deem necessary.
- (b) The Chief Executive may at any time and on the request of the President or any three Directors, must convene a meeting of the Board.
- (c) Reasonable notice must be given to every Director of the place, date and time of every meeting of the Board. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been provided to the Secretary by the Director.

12.2 Meetings by Technology

- (a) For the purposes of the Act, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a meeting of Board:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of the technologies described in the above paragraphs.

A Director may withdraw the consent given under this Rule in accordance with the Act.
- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

12.3 Quorum at Meetings

At a meeting of the Board the number of Directors whose presence is necessary to constitute a quorum is half the board numbers plus one, (rounded to the highest number) Directors entitled to vote.

12.4 Chair of Directors

- (a) The Board shall elect a Director to hold office as Vice President from amongst the Directors other than the President and the Finance Director.

Constitution of Golf Victoria Limited

- (b) The President or in the President's absence, the Vice-President, is to chair any meeting of the Board.
- (c) Where a meeting of the Board is held and the President and Vice-President are not present at the time appointed for the holding of the meeting, the Board shall elect another Director to be chair of the meeting.

12.5 Proceedings at Meetings

- (a) Questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting on any such decision shall for all purposes be taken to be a decision of the Board.
- (b) In the case of an equality of votes, the chair of the meeting does not have a casting vote and in any such case the resolution shall be resolved in the negative.

12.6 Disclosure of Interests

- (a) A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (b) A Director is not liable to account to the Company for any profit derived in respect of a matter in which the Director has a material interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
 - (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
 - (ii) not contravened this Constitution or the Act in relation to the matter.
- (c) A general notice giving details of the nature and the extent of the interest and the relation of the interest to the affairs of the Company is a sufficient declaration of the Director's interest, provided the extent of that interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- (d) A Director may not vote in respect of a matter in which that Director has a material interest unless the Board determines otherwise.

13. Committees

- (a) The Board may delegate any of their powers to a committee or committees consisting of such persons who may or may not be Directors and of such numbers as the Board thinks fit.
- (b) A committee to which the Board has delegated any powers, shall exercise the powers delegated in accordance with any directions of the Board. Any such delegated power exercised by a committee shall be taken to have been exercised by the Board.
- (c) Rules 12.1, 12.2, 12.4 and 12.5 shall apply to any committee as if each reference in those Rules to the Board or the Directors was a reference to the members of the committee and each reference to a meeting of the Board or the Directors was to a

Constitution of Golf Victoria Limited

meeting of the committee and in Rule 12.4 each reference to the President is to the chairperson of the committee appointed by the Board and reference to the Vice-President is to the vice-chairperson appointed by the committee.

- (d) The number of members of the committee present at a meeting of the committee that is necessary to constitute a quorum is the number determined by the Board and, in the absence of any such determination by the Board, is four Members. Unless the Board determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (e) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act to be made, entered and signed.

14. Written Resolutions

- (a) If a document:
 - (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
 - (ii) contains a statement that the signatories to it are in favour of that resolution;
 - (iii) the terms of the resolution are set out or identified in the document; and
 - (iv) has been signed by a majority of the Directors entitled to vote on that resolution,a resolution in those terms is passed on the day on which and at the time at which the document was signed by a majority of Directors and the document has effect as a minute of the resolution.
- (b) For the purposes of paragraph (a):
 - (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute one document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
 - (ii) a fax which is received by the Company or an agent of the Company and is sent for or on behalf of a Director shall be taken to be a document signed by that Director not later than the time of receipt of the fax by the Company or its agent in legible form.

15. Defects in Appointments

- (a) All acts done by any meeting of the Board, committee, or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.

Constitution of Golf Victoria Limited

- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

16. Chief Executive

16.1 Chief Executive

- (a) The Board may appoint a Chief Executive on such terms and conditions, as to remuneration and otherwise, as the Board decides.
- (b) Subject to the terms and conditions of appointment, the Board may at any time terminate the appointment of the Chief Executive.

16.2 Delegation of Powers to Chief Executive

- (a) The Board may, on the terms and conditions and with any restrictions as the Board thinks fit, confer on the Chief Executive any of the powers exercisable by the Board.
- (b) Any powers so conferred may be concurrent with the powers of the Board.
- (c) The Board may at any time withdraw or vary any of the powers conferred on the Chief Executive.

16.3 Chief Executive to act as Secretary

Unless the Board appoints a Secretary, the Chief Executive will act as Secretary of the Company for the purposes of the Act.

17. Other Officers

- (a) The Board may from time to time:
 - (i) create any other position or positions in the Company with the powers and responsibilities as the Board may from time to time confer; and
 - (ii) appoint any person, whether or not a Director, to any position or positions created under paragraph (a)(i).
- (b) The Board may at any time terminate the appointment of a person holding a position created under paragraph (a)(i) and may abolish the position.

18. Inspection of Records

- (a) The Board may authorise a Member to inspect books of the Company (to the extent, at the time and places and under the conditions the Board considers appropriate).
- (b) A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by the Act or authorised by the Board.

Constitution of Golf Victoria Limited

19. Application of Income and Property

- (a) Subject to paragraph (b), the profits (if any) or other income and property of the Company shall be applied solely towards the aims and purposes of the Company and no portion of it shall be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in paragraph (a) shall prevent any payment in good faith by the Company of:
 - (i) reasonable and proper remuneration to any Member or officer or employee of the Company (whether or not such a person is a Director) for any services actually rendered to the Company;
 - (ii) reasonable and proper rent for premises let or demised by any Member of the Company to the Company;
 - (iii) moneys to any Director paid or reimbursed under Rule 10.7; or
 - (iv) moneys to any Director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer for the Company.

20. Winding Up

If, on the winding up or dissolution of the Company by any means and for any reason, there remains any property after the satisfaction of all the Company's debts and liabilities, the property shall not be paid to or distributed among the Members of the Company, but shall be given or transferred:

- (a) to one or more institutions, associations or bodies selected by the Members at or before the dissolution of the Company, established for the encouragement, control or organisation of golf and whose rules prohibit the distribution of its or their income and property among its or their Members; or
- (b) if the Members do not make a selection pursuant to paragraph (a) for any reason, to one or more institutions, associations or bodies meeting the requirements of paragraph (a) selected by the Board.

21. Notices

21.1 Notices Generally

- (a) Any Member who has not left at or sent to the Office a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent shall not be entitled to receive any notice.
- (b) A notice may be given by the Company to any Member by:

Constitution of Golf Victoria Limited

- (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the Company for the giving of notices;
 - (iii) serving it in any manner contemplated in this paragraph (b) on a Member's attorney as specified by the Member in a notice given under paragraph (c);
 - (iv) fax to the fax number supplied by the Member to the Company for the giving of notices; or
 - (v) transmitting it electronically to the electronic mail address given by the Member to the Company for giving notices.
- (c) A Member may by written notice to the Chief Executive left at or sent to the Office require that all notices to be given by the Company or the Directors be served on the Member's attorney at an address specified in the notice.
- (d) Notice to a Member whose address for notices is outside Australia shall be sent by airmail, fax or electronic mail.
- (e) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
 - (i) in the case of a notice of a meeting, on the day after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (f) Where a notice is sent by fax or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

21.2 Notices of General Meeting

- (a) Notice of every general meeting shall be given:
 - (i) in the manner authorised by Rule 9.3;
 - (A) to every Financial Member and to each Director;
 - (B) to every Honorary Life Member; and
 - to the auditor of the Company (if any).
- (b) No other person is entitled to receive notice of a general meeting.

22. Indemnity

22.1 Indemnity and Insurance

- (a) The Company is to indemnify each officer of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or

Constitution of Golf Victoria Limited

arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer.

- (b) Where the Board considers it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company;
- (c) Where the Board considers it appropriate, the Company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the Company to make the payments.
- (d) Where the Board considers it appropriate, the Company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Board and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this Rule:
 - (i) **officer** means:
 - (A) a Director or Secretary, Chief Executive or employee;
 - (B) a manager nominated by the Board; or
 - (C) a person appointed as a trustee by, or acting as a trustee at the request of, the Company,and includes a former officer.
 - (ii) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company or where applicable any other corporation but excludes any conduct which constitutes serious or wilful misconduct.
 - (iii) **to the relevant extent** means:
 - (A) to the extent the Company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for

Constitution of Golf Victoria Limited

the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.