



Golf South Australia Inc Constitution

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

AMENDMENT TABLE

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

GOLF SOUTH AUSTRALIA INCORPORATED

1. NAME OF ASSOCIATION

The name of the incorporated association is **Golf South Australia Incorporated** trading as '*Golf SA Inc.*'

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*.

Affiliate Member means a Club which is admitted as an Affiliate Member under **clause 5**.

Annual General Meeting or **AGM** means a meeting of the kind described in **clause 18(a)**.

Appointed Director means a director appointed under **clause 12**.

Board means the body consisting of the Directors and constituting the committee for the purposes of the Act.

Club means a golf club that participates in the Sport.

Constitution means this constitution of the Association.

Country District means an association of regional golf clubs that participates in the Sport.

Delegate means, in respect of an Affiliate Member, the person or persons for the time being appointed as the Affiliate Member's delegate under **clause 20(b)**.

Director means a member of the Board and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

Elected Director means a director appointed under **clause 11**.

Financial Year means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

General Meeting means a general meeting of Members and includes the AGM or any SGM.

Individual Member means a person admitted as a member of the Association under **clause 5**.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images

(including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

Life Member means an individual appointed as a life member of the Association under **clause 5**.

Member means a member for the time being of the Association under **clause 5**.

NSO means Golf Australia Limited.

Objects means the objects of the Association in **clause 2**.

Ordinary Resolution means;

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting;
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

Participants means persons who participate in the Sport whether as players, coaches, rules or other officials.

Regulation means a rule, regulation, by-law or policy made by the Board under this Constitution.

Seal means the common seal of the Association (if any).

Special General Meeting or **SGM** means a general meeting of Members convened in accordance with **clause 19**.

Special Resolution means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

Sport means the game of Golf as defined in the Rules of Golf and the Rules of Amateur Status as approved by the Royal & Ancient and such variations, derivations and/or applications of the game as may be recognised by the Board.

2.2 Interpretation

In this Constitution:

In this Constitution unless the context requires otherwise:

- (a) **(presence)** a reference to a Member present at a General Meeting or a Director present at a Board meeting means the Member or Director present in person;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

- (c) (**gender**) words importing any gender include all other genders;
- (d) (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) (**successors**) a reference to an organisation includes a reference to its successors;
- (f) (**singular includes plural**) the singular includes the plural and vice versa;
- (g) (**instruments**) a reference to a law includes regulations and instruments made under it;
- (h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) (**include**) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made, or the resolution may be passed, by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in **clause 2.1** above have the same meanings in this Constitution as they do in the Act.
- (b) The model rules under the Act are expressly displaced by this Constitution and accordingly do not apply to the Association.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) conduct, encourage, promote, advance, control and manage the Association throughout South Australia;

- (b) adopt, formulate, issue, interpret and amend Regulations for the operation and management of the Association;
- (c) affiliate with the NSO and act as its South Australian affiliated member including the adoption and implementation of the strategic plan of the NSO from time to time subject always to the context and operations of the Association;
- (d) support and encourage integrity, ethics and values that promote community confidence in the Association;
- (e) encourage the provision and development of appropriate facilities for participation in Golf at the Association;
- (f) maintain and enhance standards, quality and reputation of Golf for the benefit and interests of Members;
- (g) promote the Association for commercial, government and public recognition and benefits;
- (h) promote, control, manage and conduct Golf events, competitions and championships at the Association;
- (i) encourage and promote widespread participation in Golf and physical activity;
- (j) ensure that Golf is carried on in a manner that secures and enhances the safety of participants, officials, spectators and the public;
- (k) use and promote the Intellectual Property;
- (l) have regard to the public interest in its operations; and
- (m) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act; and
- (b) in addition, all the powers it would have if it were a company limited by guarantee incorporated under the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Life Members; and
- (b) Affiliate Members being:
 - (i) Affiliate Metropolitan Clubs (as set out in **Schedule 1**); and
 - (ii) Affiliate Country Clubs (set out as Country Districts in **Schedule 2**);

- (c) Affiliate Social Clubs (as set out in **Schedule 3**);
- (d) Affiliate Associations (as set out in **Schedule 4**); and
- (e) Individual Members.

5.2 Admission of Members

- (a) Subject to **clause 5.6**, a candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.3 Discretion to accept or reject application

- (a) The Directors may accept or reject an application whether the applicant has complied with the requirements in **clause 5.2** or not. The Directors are not required, nor can they be compelled, to provide any reason for rejection. There is no appeal from a decision to reject a membership.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Directors; or
 - (ii) payment of any fees payable by the new Member.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Sport in South Australia.
- (b) Any Affiliate Member may recommend a person for Life Membership by notice in writing to the Board. A recommendation made under this Clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an AGM by the Board.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant).

5.5 *Affiliate Members*

- (a) A Club may apply to the Board for admission to membership as an Affiliate Member.
- (b) Unless otherwise determined by the Board, to be, or remain, eligible for Affiliate Membership, a Club must be incorporated or be in the process of incorporation.
- (c) An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association as the authority for the Sport in South Australia and the NSO as the national authority for the Sport;
 - (ii) that it will submit an up-to-date copy of its constituent documents to the Board as and when requested by the Board or required by the Regulations;
 - (iii) that it will conscientiously attend General Meetings;
 - (iv) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board; and
 - (v) that, if requested by the Association, it will provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member's annual general meeting.
- (e) If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.
- (f) Each Affiliate Member must have constituent documents which:
 - (i) clearly reflect the Objects; and
 - (ii) conform with this Constitution, the Regulations and the constitution and policies of the NSO.
- (g) Affiliate Members in country regions will be formed into Country Districts by Golf SA. A Country District has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings on behalf of its Affiliate Members.

5.6 *Affiliate Social Members*

- (a) A social golf club may apply to the Board for admission to membership as an Affiliate Social Member.
- (b) An Affiliate Social Member has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings. Notice given to an Affiliate Social Member is taken to be notice to all of the members and Participants of that Affiliate Social Member.

- (i) that it recognises the Association as the authority for the Sport in South Australia and the NSO as the national authority for the Sport; and
- (ii) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board;

5.7 Individual Members

- (a) An individual who is a Participant or who has an interest in the Sport may apply to be an Individual Member.
- (b) An Affiliate Member that is a Club must maintain a register of each of its Individual Members
- (c) An application under **clause 5.7(b)** must be signed by both the applicant Participant and the Affiliate Member.
- (d) An Individual Member has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings. Notice given to an Affiliate Member is taken to be notice to all of the members and Participants of that Affiliate Member.

5.8 Affiliate Associations

- (a) An Association that has an interest in golf may apply to become an Affiliate Association
- (b) An Affiliate Association has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings. Notice given to an Affiliate Association is taken to be notice to all of the members and Participants of that Affiliate Member.

5.9 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association and the NSO with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Association and the Sport;
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, the NSO or the Sport; and
- (d) in the case of an Affiliate Member:
 - (i) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development; and
 - (ii) take reasonable steps to discipline appropriately any of its Members or any Participant associated with it if the Member or Participant acts in such a way.

5.10 Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.11 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is bound by the NSO constitution and regulations.

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Association if:

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with **clause 6.2**; or
- (d) in the case of an Individual Member admitted to membership under **clause 5.7(b)**:
 - (i) the Member ceases to be a member of an Affiliate Member or ceases to be a Participant who represents an Affiliate Member in competition; or
 - (ii) the Affiliate Member who applied for that Individual Member to be admitted to membership of the Association ceases to be an Affiliate Member; or
- (e) the Member is expelled from the Association under **clause 6.3**.

6.2 Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.3 Expulsion for Breach

- (a) Subject to **clause 6.3(c)** but despite anything contained in any Regulation made under **clause 7(a)**, the Board may expel a Member from membership of the Association if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Board may, in its discretion, convene a judiciary committee under **clause 7(c)** to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make

recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.

- (c) A member may not be expelled under **clause 6.3(a)** unless the Member has been afforded natural justice.

6.4 *Return of Property*

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member.

6.5 *Membership may be Reinstated*

- (a) Nothing in **clause 6** prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under **clause 6** may be reinstated at the discretion of the Board without an application having been made under **clause 6.5(a)**, with such conditions as it deems appropriate.

6.6 *Refund of Membership Fees*

Membership fees or subscriptions paid by the former Member may, at the Board's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. DISCIPLINE

- (a) The Board may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under **clause 7(a)** may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under **clause 7(a)**;
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties; and
 - (iv) otherwise prescribe the procedures for dealing with cases falling under **clause 7(a)**.
- (c) Despite any Regulation made under **clause 7(a)**, the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under **clause 7(a)** must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Board will determine:
 - (i) annual membership subscriptions;
 - (ii) such other fees or levies as the Board considers prudent or necessary for the effective and sustainable management of the affairs of the Association; and
 - (iii) the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Board may determine subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership a new Member must pay the current full year's subscription unless the Board agrees to accept payment in instalments.
- (e) The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

9. POWERS OF THE BOARD

9.1 *Board*

The Board constitutes the Committee for the purposes of the Act.

9.2 *General powers of Board*

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board which may exercise the powers of the Association for that purpose.
- (b) The Board must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position as the governing body for the Sport in South Australia and therefore as a custodian of the Sport's reputation in the State.

9.3 *Limitation*

The Board may not cause the Association to disaffiliate from the NSO without an Ordinary Resolution of the Members in General Meeting.

10. COMPOSITION OF THE BOARD

10.1 *Composition of the Board*

The Board will comprise:

- (a) seven (7) Elected Directors who must all be Individual Members and who shall be elected under **clause 11**; and
- (b) up to two (2) Appointed Directors appointed under **clause 12** who need not be Individual Members and who may be appointed by the Directors elected under **clause 11**;

providing there shall be a minimum of 40% of either gender in the total composition of the Board.

A Director cannot also be a Delegate.

10.2 Portfolios

The Board may allocate portfolios to Directors.

11. ELECTED DIRECTORS

11.1 Nominations

- (a) The Board must call for nominations for Elected Director at least sixty days (60) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form provided for that purpose;
- (c) be signed by the nominee;
- (d) disclose any position the nominee holds in a Country District or a Club, including as an officer, a Participant, a Delegate or an employee; and
- (e) be delivered to the Association not less than thirty (30) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then, subject to **clause 11.3(d)**, those nominated will be declared elected at the Annual General Meeting.
- (b) If at any stage the number of nominations for the Board exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (c) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a

determination, by the method determined by the chairperson of the Annual General Meeting.

- (d) At the end of the procedures described in **clause 11.3(a)** above, any Affiliate Member may demand a confirmatory vote in which case each Board Member appointed or elected under the preceding Clauses at that meeting (Prospective Director) must have his or her appointment or election approved by Ordinary Resolution of the meeting. If the appointment or election of a Prospective Director is not approved by the meeting, he or she will not be entitled to take office.
- (e) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under **clause 13.1**.

11.4 *Term of Appointment for Elected Directors*

- (a) Subject to **clause 11.4(b)**, the term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.
- (c) Subject to **clause 11.4(d)**, the term of office of each Elected Director ends at the conclusion of the third Annual General Meeting following their election, but the Elected Director is, subject to **clause 11.4(f)**, eligible for re-election.
- (d) At least two of the Elected Directors must retire every year.
- (e) Unless otherwise determined by a resolution passed at a General Meeting in respect of a particular Elected Director following the adoption of this Constitution, no person who has served as an Elected Director for a period equivalent of three (3) consecutive full terms, being a total of nine (9) consecutive years, is eligible for election as an Elected Director until the next Annual General Meeting following the date of conclusion of their last term as an Elected Director.

12. APPOINTED DIRECTORS

12.1 *Appointment of Appointed Directors*

The Elected Directors may appoint up to two (2) Appointed Directors.

12.2 *Qualifications for Appointed Directors*

In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Board thinks will complement the Board composition.

12.3 *Term of Appointment*

- (a) The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed two (2) years.
- (b) The appointment may be reviewed annually by the Board.
- (c) An Appointed Director whose term of office ends is eligible for re-appointment.

- (d) The maximum term of office for an Appointed Director cannot exceed 6 (six) years in total.

13. VACANCIES ON THE BOARD

13.1 *Casual Vacancies*

Any casual vacancy occurring in the position of Elected Director may be filled by the remaining Elected Directors. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

13.2 *Grounds for Termination of Director*

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (g) holds any office of employment with the Association, any affiliate member club or any facility/venue affiliated with Golf Australia;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (i) in the case of an Appointed Director, is removed from office by the Elected Directors;
 - (i) is removed by the Members in General Meeting; or
 - (ii) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.

13.3 *Board May Act*

If there are any vacancies on the Board, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

14. MEETINGS OF THE BOARD

14.1 Board to Meet

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

14.2 Attendance by Electronic Means

A Director may attend a meeting by electronic means including video link and telephone by which he or she can hear and be heard.

14.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Director has one (1) vote on any question. The chair does not have a casting vote.

14.4 Resolutions not in Meeting

- (a) Subject to **clause 14.4(d)**, the Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) For the purposes of **clause 14.4(a)**, separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this Clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under **clause 14.4(a)** if, before it is circulated for voting under **clause 14.4(a)**, the Board resolves that it can only be put at a meeting of the Board.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is if the number of Directors, then in office is an:

- (a) even number, half of the number of Directors plus one; or
- (b) odd number, half of the number of Directors rounded up to the next whole number.

14.6 Chairperson

The Board must appoint one of the Directors as its chairperson at the first meeting of the Board following the Annual General Meeting. The chairperson will act as chair of any Board

meeting or General Meeting at which he or she is present and unless the Board decides otherwise. The chairperson is the nominal head of the Association. If the chairperson is not present or is unwilling or unable to preside at a board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

14.7 Directors' Interests

The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

15. EXECUTIVE

The Board may, from time to time, employ such personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

16. DELEGATIONS

The Board may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Board by the Act, by any other law, or by resolution of the Association in General Meeting.

17. SEAL

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Board and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Directors or by one Director and another person authorised by the Board for that purpose.

18. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.
- (c) Affiliate Metropolitan Clubs and Affiliate Country Clubs (through their respective Country Districts) may submit notices of motion for inclusion as special business at a General Meeting provide that:
 - (i) All notices of motion are submitted in writing giving detailed reasons for the proposed motion; and
 - (ii) The notice of motion is with the Chief Executive not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting

19. SPECIAL GENERAL MEETINGS

19.1 *Special General Meetings may be held*

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

19.2 *Requisition of Special General Meetings*

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of Affiliate Members, the Board must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

20. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES

- (a) Unless this Constitution expressly provides otherwise, Members, the Auditor and the Directors are entitled to attend General Meetings but only Affiliate Members are entitled to vote.
- (b) Each Affiliate Member, by notice to the Association, may appoint a natural person to act as its Delegate in all matters connected with the Member as if the Association were a body corporate to which section 253B of the *Corporations Act 2001* applies and the appointed Delegate will have the powers in relation to the Member as if section 253B applied to the Association.
- (c) An Affiliate Member may, by notice to the Association, revoke an appointment made under **clause 20(b)**.
- (d) For all the purposes of this Constitution, an Affiliate Member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.
- (e) The number of Delegates to be appointed by an Affiliate Member are set out in Schedule 1 and Schedule 2 of this Constitution.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member, the Auditor and the Directors by the means authorised in **clause 33**.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

22. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in **clause 22(a)**, is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to and deals with business. Subject to **clause 23.3(a)(ii)**, a quorum for General Meetings is:

- (a) fifteen (15) Delegates present representing Metropolitan Affiliate Members (Schedule 1); and
- (b) fifteen (15) Delegates present representing Country District Affiliate Members (Schedule 2)

23.2 Chairperson to preside

The chairperson of the Board will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Board is a nominee; or
- (b) where the chairperson of the Board has a conflict of interest.

If the chairperson of the Board is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Director to preside as chair for that meeting only.

23.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting:
 - (i) if the meeting was convened on the requisition of Affiliate Members under **clause 19.2**, the meeting will lapse; and
 - (ii) in any other case, those Affiliate Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may 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 thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in **clause 23.3(c)**, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Affiliate Members present at the meeting.

23.5 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to vote

Each Affiliate Member is entitled to the number of votes as set out in Schedule 1 and Schedule 2 at General Meetings.

24.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

25. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this Clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) 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 ten (10) days after the scheduled meeting, refer the dispute to the State Sport Dispute Centre for resolution.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this **clause 25**.
- (e) In this clause **Member** includes any former Member who was a Member not more than six months before the dispute occurred.

26. RECORDS AND ACCOUNTS

The Association must comply with its obligations under of the Act in respect of accounts, records and minutes.

27. AUDITOR

- (a) A qualified auditor must be appointed at each Annual General Meeting as the Association's auditor (**Auditor**) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

28. APPLICATION OF INCOME

- (a) The income and property of the Association must be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- (c) Subject to **clause 28(d)**, nothing in **clauses 28(a) or 28(b)** prevents a payment in good faith to any Member:
 - (i) in accordance with **clauses 3 and 28(a)** where that Member is a not-for-profit entity with a similar purpose to the Association;

- (ii) for any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (iii) for goods supplied to the Association in the ordinary and usual course of operation;
 - (iv) for interest on money borrowed from any Member;
 - (v) for rent for premises demised or let by any Member to the Association;
 - (vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.
- (d) No payment made under **clause 28(c)** may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

29. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

30. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under **clause 30(a)** may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

31. CONSTITUTION

This Constitution may be repealed or altered by Special Resolution passed at a duly convened General Meeting.

32. REGULATIONS

32.1 *Board to formulate Regulations*

The Board may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;

- (d) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution, the NSO constitution and any regulations made by the NSO.

32.2 *Regulations Binding*

All Regulations are binding on the Association and all Members.

32.3 *Publication of Regulations*

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

32.4 *Regulations deemed applicable*

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by, this Constitution.

33. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office or by facsimile, email or other electronic means.
- (c) A notice served by post will be taken to have been received by the recipient at the time at which the letter would be delivered in the ordinary course of post..
- (d) A notice served by or other electronic means will be taken to have been received by the Member the next day after it was sent.

34. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

35. INDEMNITY

- (a) Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

SCHEDULE 1- AFFILIATED METROPOLITAN CLUBS

CLUB	DELEGATES	VOTES
Blackwood Golf Club	2	2
Flagstaff Hill Golf Club	2	2
Glenelg Golf Club	2	2
Highercombe Golf Club	2	2
Mount Osmond Golf Club	2	2
North Adelaide Golf Club	1	1
Penfield Golf Club	2	2
Royal Adelaide Golf Club	2	2
Tea Tree Gully Golf Club	2	2
Thaxted Park Golf Club	2	2
The Grange Golf Club	2	2
Kooyonga Golf Club	2	2
Mawson Lakes Golf Club	2	2
The Vines Golf Club of Reynella	2	2
The Stirling Golf Club	2	2
West Lakes Golf Club	2	2
Westward Ho Golf Club	2	2
Marion Park Golf Club	3	3
North Haven Golf Club		
Playford Lakes Golf Club		
Regency Park Golf Club		

SCHEDULE 2 - AFFILIATE COUNTRY CLUBS (DISTRICTS)

EYRE PENINSULA	MID-NORTH	YORKE PENINSULA	NORTHERN
Ceduna Golf Club	Balaklava Golf Club	Ardrossan Golf Club	Booleroo Centre Golf Club
Cleve Golf Club	Barossa Valley Golf Club	Bute Golf Club	Cooper Pedy Golf Club
Coffin Bay Golf Club	Blyth Golf Club	Copperclub The Dunes Pt Hughes	Crystal Brook Golf Club
Cowell Bay Golf Club	Burra Golf Club	Curramulka Golf Club	Georgetown Golf Club
Cummins Golf Club	Clare Golf Club	Edithburgh Golf Club	Gladstone Golf Club
Darke Peak Golf Club	Eudunda Golf Club	Kadina Golf Club	Hawker Golf Club
Elliston Golf Club	Hamley Bridge Golf Club	Maitland Golf Club	Jamestown Golf Club
Iron Knob Golf Club	Kapunda Golf Club	Minlaton Golf Club	Laura Riverside Golf Club
Kimba Golf Club	Kenton Valley Super 60	Moonta Golf Club	Orroroo Golf Club
Kyancutta Golf Club	Morgan-Cadell Golf Club	Port Victoria Golf Club	Peterborough Golf Club
Lock Golf Club	Mount Pleasant Golf Club	Port Vincent Golf Club	Port Augusta Golf Club
Poochera Golf Club	Owen Golf Club	Stansbury Golf Club	Port Broughton Golf Club
Port Kenny Golf Club	Port Wakefield Golf Club	Wallaroo Golf Club	Port Germein Golf Club
Port Lincoln Golf Club	Riverton Golf Club	Warooka Golf Club	Port Pirie Golf Club
Port Neill Golf Club	Saddleworth Golf Club	Wool Bay Golf Club	Quorn Golf Club
Smoky Bay Golf Club	Sandy Creek Golf Club	Yorketown Golf Club	Roxby Downs Golf Club
Streaky Bay Golf Club	Tanunda Pines Golf Club	DELEGATES 4	Snowtown Golf Club
Tumby Bay Golf Club	Two Wells Golf Club	VOTES 4	Stirling North Golf Club
Whyalla Golf Club	DELEGATES 4		Tarcowie Golf Club
Wirrulla Golf Club	VOTES 4		Wilmington Golf Club
DELEGATES 4			Wirrabara Golf Club
VOTES 4			Yacka Golf Club
			DELEGATES 4

			VOTES 4
MURRAYLANDS	SOUTH EAST	SOUTHERN	RIVERLAND
Coonalpyn Golf Club	Beachport Golf Club	Aston Hills Golf Club at Mount Barker	Barmera Golf Club
Karoonda Golf Club	Blue Lake Golf Club	Echunga Golf Club	Berri Golf Club
Lake Albert Golf Club	Bordertown Golf Club	Kingscote Golf Club	Loxton Golf Club
Lameroo Golf Club	Keith Golf Club	Links Lady Bay Golf Club	Waikerie Golf Club
Mannum Golf Club	Kingston Golf Club	McCracken Country Club	DELEGATES 4
Murray Bridge Golf Club	Lucindale Golf Club	McLaren Vale Golf Club	VOTES 4
Pinnaroo Golf Club	Millicent Golf Club	Mount Compass Golf Club	
Swan Reach Golf Club	Mount Gambier Golf Club	Nairne Golf Club	
Tailem Bend Golf Club	Naracoorte Golf Club	Oakbank Golf Club	
DELEGATES 4	Penola Golf Club	Parndana Golf Club	
VOTES 4	Port MacDonnell Golf Club	Penneshaw Golf Club	
	Robe Golf Club	South Lakes Golf Club	
	Tintinara Golf Club	Strathalbyn Golf Club	
	DELEGATES 4	Victor Harbor Golf Club	
	VOTES 4	Willunga Golf Club	
		Wirrina Cove Golf & Country Club	
		Yankalilla Golf Club	
		DELEGATES 8	
		VOTES 8	

SCHEDULE 3 - AFFILIATE SOCIAL GOLF CLUBS (UPDATED OCTOBER 2023)

389-REDS	Paradise Golf Club
Adelaide Nomads Golf Club	Port Noarlunga Golf Club
Airies Golf Club	Prospectors Golf Club
Airport Golf Club	Rainsford Golf Club
ARPA Golf Club	Redbacks Social Golf Club
Australian Post-Tel Institute Golf Club	Reservoir Golf Club
Balfours Golf Club	Reynella Golf Club
Belair Hotel Golf Club	Rosewater Football Golf Club
Below The Pin Golf Club	Royal Automobile Assoc Staff Golf Club
Beograd Golf Club	SA Corrections Services Golf Club
BG Golf Club	SA Hardware Golf Club
Blackwood & Community RSL Golf Club	SA Italian Golf Club
Bridgestone Golf Club	SAMFS Golf Club
Broadview Golf Club	SA Oil Industry Association Golf Club
Croatian Golf Club	SA Police Golf Club
CTA Golf Club	SA Public Golf Club
Eagles Golf Club	SA Sports Golf Club
Edwardstown Football Club Golf Club	SA Taxi Golf Club
EET Golf Club	Shell Company Golf Club
Electrolux Golf Club	Sikh Golf Club
Emu Golf Club	SOGO Golf Club
Fairways Golf Club	Southern Cross Golf Club
Fulham Ramblers Golf Club	Southern Divots Golf Club
Future Golf Club	Special Olympics Australia Golf Club
Gardens Golf Club	Talunga Golf Club
Golfer Social Club	The Golf Collective
GolfPASS	The Oaks Golf Club
Hellenic Golf Club	The Oddballs Golf Club
Henley Golf Club	The SGA Golf Club
Ingle Farm Golf Club	Tin Cup Golf Club
Islington Golf Club	Transport Golf Club
Jimminy Crickets Golf Club	TPI & Veterans Golf Club
Kaycee Golf Club	VFL Golfers Golf Club
Kilburn RSL Golf Club	Wanderer's Golf Club
Kiwi Golf Club	West Croydon Golf Club
Kulun Golf Club	Wellington Golf Club
Mitsubishi Staff Golf Club	Windmill Golf Club
Monroe Golf Club	
North Adelaide Golf Course	
Panther Golf Club	

SCHEDULE 4 – AFFILIATE ASSOCIATIONS

Senior Women Golfers' Association of South Australia - Formed 1973

Southern Senior Women Golfers' Association

South Australian Veteran Golfers Association

REGULATIONS

1. Dispute Resolution

- (a) Discipline of Members and Participants for breaches of this Constitution or the Regulations
- (b) Discipline of Participants for breaches of Codes of Conduct

2. Committee Terms of Reference

- (a) Country Committee
- (b) Finance, Audit & Risk Committee
- (c) Golf & Junior Development Committee
- (d) High Performance Committee
- (e) Match & Competition Committee
- (f) Nominations Committee
- (g) Technical Committee

3. Meeting Procedures

- (a) Annual General Meeting
 - (i) Election Procedure
- (b) Committee Meetings

4. Country District Operation