

CONSTITUTION

Golf Australia Limited

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**Corporations Act
Company Limited by Guarantee
Constitution
of
Golf Australia Limited**

1. NAME OF COMPANY

The name of the company is Golf Australia Limited (**Company**).

2. OBJECTS OF COMPANY

The Company is the national sporting organisation and governing body for the game of Golf in Australia. The Objects for which the Company is established and maintained are to:

- (a) act as a single uniform entity through and by which Golf in Australia can be conducted, promoted and administered;
- (b) provide for the encouragement, conduct, promotion, education, control, development and administration of Golf throughout Australia;
- (c) act as the delegate of R&A Rules Limited (**R&A**) as the governing body of Golf in Australia in the administration, interpretation and enforcement of the Rules of Golf and the Rules of Amateur Status as approved from time to time by R&A and to empower Members to do all such things as shall from time to time be determined in the discharge by it of its powers, duties and rights as such a governing body;
- (d) co-ordinate any official representatives of, and controlling authorities, for the game of Golf in any State or Territory of Australia and for this purpose to determine the affiliation of Clubs between Members;
- (e) administer an appropriate course rating system and a handicapping system based upon such course rating system;
- (f) use, license and protect its Intellectual Property;
- (g) strive for and maintain government, commercial and public recognition of the Company as the authority for Golf in Australia;
- (h) promulgate and secure uniformity in such laws and standards as may be necessary for the management and control of Golf, Golf competitions and related activities, including but not limited to the Rules of Golf and the Rules of Amateur Status and coaching standards;
- (i) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further these Objects;
- (j) consider the environment in all Golf and related activities conducted by the Company;

- (k) act as final arbiter on all matters pertaining to the conduct of Golf in Australia, including disciplinary matters, except where arbitration or alternative dispute resolution is permitted or directed under any of its policies, including to the National Sports Tribunal as constituted under the *National Sports Tribunal Act 2019 (Cth)*;
- (l) represent the interests of its Members and of Golf generally in any appropriate forum;
- (m) have regard to the public interest in its operations;
- (n) encourage and promote performance-enhancing drug free competition;
- (o) seek and obtain improved facilities for the enjoyment of Golf; and
- (p) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF COMPANY

Solely for furthering the Objects the Company has the legal capacity and powers of a company limited by guarantee under section 124 of the Act.¹

4. APPLICATION OF INCOME

- (a) The income and property of the Company shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution no remuneration or other benefit shall be paid or given by the Company to any Member
- (c) Nothing in **Rule 4(b)** shall prevent payment in good faith of or to any Member:
 - (i) for any services actually rendered to the Company whether as an employee or otherwise;
 - (ii) for goods supplied to the Company in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Company;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Company;

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

¹ Section 124 states in part "A company has the legal capacity and powers of an individual both in and outside this jurisdiction. A company also has all the powers of a body corporate, including the power to:"

5. LIABILITY OF MEMBERS

- (a) The liability of the Members of the Company is limited.
- (b) No Member is, or shall be, required to contribute towards the payment of any liabilities of the Company (whether on dissolution or otherwise) beyond meeting the obligations to pay the Member's fees, levies or subscriptions laid down by this Constitution and any other specific liabilities to the Company relating to that Member arising in the normal way.

6. DISSOLUTION

- (a) The Company may be wound up in accordance with the Act.
- (b) If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Company but shall be given or transferred to a body or bodies having purposes similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company by this Constitution. Such body or bodies will be determined by the Members of the Company at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

7. INTERPRETATION

7.1 Definitions

In this Constitution, unless the contrary intention appears, these words shall have the following meanings:

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

Alternate Member Delegate means a person appointed in substitution for a Member Delegate under **Rule 15.3**.

Appointed Director means a person appointed to the Board under **Rule 22.1**.

Associate Member means a person or body admitted by the Council as an Associate Member of the Company under **Rule 10.1**.

Board means the Board of Directors of the Company.

By-Laws mean any By-Laws made by the Board under **Rule 29**.

Chair means the chair for the time being of the Company appointed under **Rule 22.2**

Chief Executive Officer or **CEO** means the Chief Executive Officer of the Company.

Club means an organisation or group of persons affiliated, whether directly or indirectly, with either an Original Member or with an Associate Member that

operates under by-laws or rules to supervise Golf activities and maintain the integrity of the rules of Golf and the handicapping system.

Club Member means a person who is a member of a Club and who is entitled to play Golf on the Club's course, however limited that entitlement might be.

Constitution means this Constitution of the Company.

Council means the body of Member Delegates constituted under this Constitution meeting in General Meeting.

Director means a member of the Board appointed in accordance with this Constitution including an Appointed Director.

Elected Director means a person elected to the Board under **Rule 23**.

Event means and includes:

- (a) any championship (national or otherwise) organised or conducted by the Company;
- (b) any championship, competition, series or game sponsored by or conducted by or on behalf of the Company; or
- (c) any international competition, series, game or championship at which the Company is represented.

Financial Year means the year commencing 1 July and ending 30 June in any year.

General Meeting means the Annual General Meeting (**AGM**) or any General Meeting of the Company.

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

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (all whether registered or not) relating to the Company or any Event, competition or activity of or conducted, promoted or administered by the Company.

Life Member means an individual upon whom Life Membership of the Company has been conferred under **Rule 10.3**.

Member(s) means Member(s) of the Company as set out in **Rule 10.1**.

Member Delegate(s) means a person who is a representative appointed by an Original Member under this Constitution to act for, and on behalf of, that Original Member and represent the Original Member at General Meetings and includes Alternate Member Delegates (where appointed).

Objects means the objects of the Company in **Rule 2**.

Official means any person elected or appointed to any position within the Company or a Member including without limitation a referee, coach, team manager, or other official.

Original Member means those entities recognised under this Constitution to administer the game of Golf in their particular State and which agree, or have agreed, to be a Member of the Company under this Constitution.

Special Resolution means a special resolution passed in accordance with the Act.

State means a State of Australia and includes the Territories of Australia.

State Acts means such legislation in each State of Australia (by whatever name called), governing the incorporation of an Original Member or Associate Member.

7.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations, natural persons, corporations and any other legal or commercial entity or undertaking;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (i) headings are for ease of reference only and do not affect interpretation;
- (j) this Constitution is to be interpreted subject to the Act; and
- (k) a reference to a Rule is a reference to a Rule of this Constitution.

7.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the provision or phrase cannot be read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

7.4 Expressions in the Act

Except where the contrary intention appears in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

7.5 Replaceable Rules

The replaceable rules referred to in the Act are replaced by this Constitution.

7.6 Objects

The Company is established solely for the Objects.

8. MEMBERS

8.1 Original Members

The following entities recognised by the Board at the date of adoption of this Constitution as the official representative of, and administering authority, for the game of Golf for men and women in a State, shall be Original Members subject to providing written consent to become a Member and subject to compliance with this Constitution:

Golf NSW Limited
Golf Victoria Limited
Golf Queensland Limited
Golf Western Australia Incorporated
Golf South Australia Incorporated
Golf Tasmania Incorporated
Golf NT Incorporated.

Each Original Member must administer the game of Golf in their particular State in accordance with the Objects.

8.2 Obligations of Original and Associate Members

Each Original and Associate Member shall:

- (a) be incorporated in its particular State as a company or an association;
- (b) provide the Company with copies of its audited accounts, annual report and other associated documents within 30 days following the Member's annual general meeting;

- (c) do all that is reasonably necessary to adopt the Objects and adopt rules which reflect and which are, to the extent permitted or required by the State Acts or the Act, generally in conformity with this Constitution;
- (d) apply its property and capacity solely in pursuit of the Objects and Golf;
- (e) do all that is reasonably necessary to enable the Objects to be achieved;
- (f) act in good faith and loyalty to maintain and enhance the Company and Golf, its standards, quality and reputation; and
- (g) at all times operate with, and promote, mutual trust and confidence between the Company and the Members in pursuit of the Objects.

8.3 Legal obligations of Constitution

The Company and the Members agree:

- (a) that they are bound by this Constitution and the By-Laws and that this Constitution and the By Laws operate to create uniformity in the way in which the Objects and Golf are to be conducted, encouraged, promoted and administered in Australia;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Golf, its standards, quality and reputation for the collective and mutual benefit of the Members and Golf;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Golf and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Company and Golf;
- (e) that should an Original Member or Associate Member have governance, administrative, operational or financial difficulties, the Board may, in its absolute discretion, act to assist that Member in whatever manner and on such conditions as the Board considers appropriate. The Board is not obliged to act under this rule.

9. MEMBER CONSTITUTIONS OR RULES

9.1 Constitution or rules

The constitution or rules of each Original Member and Associate Member must clearly reflect the Objects with such incidental variations as are necessary or appropriate, having regard to the State Acts, or the Act, as applicable to each Member.

9.2 Amendments to Member constitutions and rules

Each Original Member and Associate Member shall take all steps necessary to ensure its constitution or rules conform to **Rule 9.1**.

9.3 Register of Members

Each Original Member and Associate Member shall maintain in a form and with such details as are acceptable to the Company, a register of all Clubs in its State. Each Original Member and Associate Member shall provide a copy of the register at a time and in a form acceptable to the Company and shall provide prompt and regular updates of that register to the Company when requested by the Board.

10. CATEGORIES OF MEMBERS

10.1 Categories of Members

The Members of the Company shall consist of:

- (a) Original Members;
- (b) Life Members;
- (c) Associate Members; and
- (d) such new categories of Members, as may be created under **Rule 10.2**.

10.2 New Members and creation of new categories of Membership

- (a) The Council has the right and power from time to time to create new categories of Membership with such rights, privileges and obligations as are determined by the Council.
- (b) The Council has the right and power from time to time to admit additional Members under **Rules 10.1(a), (b) and (c)**.

10.3 Life Members

- (a) The Board may recommend to the Council that any person who has rendered distinguished service to Golf or the Company or whose service is deemed to have assisted the advancement of Golf in Australia be elected to Life Membership.
- (b) A resolution of the Council to confer Life Membership on the recommendation of the Board must be a Special Resolution. The vote must be taken by poll and not by a show of hands.
- (c) Upon Life Membership being conferred, the person's details shall be entered upon the register.
- (d) The conditions, obligations and privileges of Life Membership shall be as determined by the Board from time to time.

10.4 Subscriptions and fees

All matters relating to the annual fees or subscription payable by Members to the Company, shall be determined by the Board.

11. REGISTER OF MEMBERS

11.1 Company Secretary to keep register

The Company Secretary shall keep and maintain a register of all Original Members, Associate Members and Life Members, in which shall be entered such information as is required under the Act from time to time.

11.2 Inspection of register

The register shall be available for inspection (but not copying) by Members, upon reasonable request. Any such request must be made in good faith and for a proper purpose.

12. DISCONTINUANCE AND SUSPENSION OF MEMBERSHIP

- (a) A Member may resign its membership at any time by giving six months' notice in writing to the Company.
- (b) If a Member fails to pay any fees owed to the Company by the due date for payment, the Board may suspend that Member's membership.
- (c) Unless otherwise determined by the Board, if fees are not paid in full after three months from the due date for payment the Member's membership will be terminated.

13. DISCIPLINE

13.1 Jurisdiction

All Members agree that they are subject to, and submit unreservedly, to the jurisdiction, procedures, penalties and appeal mechanisms of the Company as may be set out in this Constitution and/or the By Laws.

13.2 Scope

Where the Board considers that a Member or Official has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, any policy or any resolution or determination of the Board; or
- (b) acted in a manner unbecoming a Member or Official or prejudicial to the Objects and interests of the Company; or
- (c) brought the Company or Golf into disrepute;

the Board may commence or cause to be commenced investigatory or disciplinary proceedings against that Member or Official, in accordance with the By-Laws.

14. THE COUNCIL

14.1 Role of the Council

The Council shall:

- (a) elect Directors to the Board;
- (b) be the Company in General Meeting;
- (c) receive the accounts prepared by the Board;
- (d) appoint the auditor;
- (e) consider amendments to this Constitution; and
- (f) admit or approve, new Members under **Rule 10.2(b)** or create a new category of Member under **Rule 10.2(a)**.

14.2 Composition of the Council

The Council shall comprise:

- (a) the Member Delegates; and
- (b) the Chair, the Directors and the CEO who are entitled to attend and participate in the debate of any business but can not vote in any General Meeting.

The Members will have the following voting entitlements at General Meetings:

<u>Original Member</u>	<u>Votes</u>	<u>Number of Delegates</u>
Golf NSW Limited	3	3
Golf Victoria Limited	3	3
Golf Queensland Limited	2	2
Golf Western Australian Inc	2	2
Golf South Australia Inc	2	2
Golf Tasmania Inc	1	1
Golf NT Inc	1	1

15. MEMBER DELEGATES

15.1 Role of Member Delegates

Only Member Delegates shall have full power to consider and vote on resolutions at General Meetings on behalf of their Original Members.

15.2 Original Member to advise of appointment

Original Members shall advise the CEO of their appointed Member Delegate(s), including name, address, contact details, position within the Original Member, within 14 days of appointment.

15.3 Alternate Member Delegates

- (a) An Original Member may appoint an Alternate Member Delegate. Where an Original Member appoints an Alternate Member Delegate it shall advise the CEO of their appointed Alternate Member Delegate(s), including name, address, contact details, position within the Original Member, within 14 days of appointment.
- (b) An Alternate Member Delegate shall only have standing (whether for the purpose of attendance, quorum or voting) in the absence of the Member Delegate of that Original Member.

15.4 Term

Each Member Delegate shall hold the appointment for a term of one year commencing from the date of appointment by their Original Member. A Member Delegate may be reappointed.

16. GENERAL MEETINGS

16.1 General Meetings

General Meetings comprise:

- (a) the AGM of the Company; and
- (b) all General Meetings other than the AGM.

16.2 Convening General Meetings

- (a) Any two Directors may call a General Meeting.
- (b) The Directors shall call a General Meeting if requested by the Original Members in accordance with the Act.²
- (c) An AGM shall be held at least once in each calendar year and within five months after the end of the financial year.

² See sections 249D-249F *Corporation Act*

16.3 Notice of General Meeting

Subject to the provisions of the Act relating to shorter notice, at least 21 days written notice (not including the day on which the notice is served or deemed to be served, but including the day of the General Meeting for which notice is given) must be given of any General Meeting.

The notice must be given to all Original Members, Directors and the auditor, and must:

- (a) set out the place, date and time for the General Meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- (b) state the general nature of the General Meeting's business; and
- (c) if a special resolution is to be proposed at the General Meeting, set out an intention to propose the special resolution and state the resolution.

The notice may be given by any of the means provided by this Constitution or the Act.

16.4 Place of meeting

The Company may hold a General Meeting at two or more venues using any technology that gives the Members who are entitled to attend the meeting a reasonable opportunity to participate.

17. RESOLUTIONS WITHOUT MEETINGS

Subject to the requirements of the Act:

- (a) the Company may pass a resolution without a General Meeting being held if all Members 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;
- (b) separate copies of the document may be used for signing by Members entitled to vote if the wording of the resolution statement is identical on each copy; and
- (c) the resolution is passed when the last Member entitled to vote signs.

This **Rule 17** does not apply to a resolution to remove the auditor.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum

- (a) The quorum for a General Meeting is two thirds of Member Delegates entitled to be present and vote. Member Delegates who are at the General Meeting using technology are deemed to be present for the purposes of quorum. The quorum must be present at all times during the meeting.

- (b) No business may be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of Members entitled to vote is present when the General Meeting proceeds to business.

18.2 Alternate Member Delegates in quorum

In determining whether a quorum is present individuals attending as Alternate Member Delegates are counted.

18.3 Adjournment for lack of quorum

If a General Meeting does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place specified by the Chair of the General Meeting. If the Chair of the General Meeting does not specify one or more of these things, then the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week; and
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

18.4 Lack of quorum at adjourned meeting

If no quorum is present at the resumed meeting within thirty minutes after the time for the General Meeting, then:

- (a) if the meeting was called by the Members, the meeting is dissolved;
- (b) in all other cases, the Members entitled to vote and who are present shall constitute a quorum.

18.5 Chair of General Meeting

The Chair shall act as chair at every General Meeting of the Company.

If the Chair is:

- (a) not present within 15 minutes after the time appointed for the holding of the meeting; or
- (b) unwilling to act; then

the Directors present may appoint one of their number chair the General Meeting.

18.6 Adjournment generally

- (a) At a General Meeting at which a quorum is present, the Chair of the meeting may, with the consent of the meeting (and will if so directed by the meeting), adjourn the meeting to another time and, if the Chair of the meeting thinks fit, to another place.

- (b) No business will 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 one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18.7 Conduct of General Meetings

Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting for determination and whose decision is final.

18.8 Voting at a General Meeting

- (a) All votes must be given personally or by proxy.
- (b) Subject to **Rule 18.8(c)** only Original Members are entitled to vote at General Meetings and only through their respective Member Delegates each of whom shall have one vote.
- (c) An Original Member is not entitled to vote at a General Meeting unless all monies due and payable by the Member to the Company have been paid prior to the General Meeting.

18.9 Putting of resolutions

- (a) Except in the case of any resolution which as a matter of law requires a Special Resolution, questions arising at a General Meeting are to be decided by a majority of votes cast by the Member Delegates present at the General Meeting
- (b) A resolution put to the vote at a General Meeting of Member Delegates must be decided on a show of hands unless a poll is demanded.

18.10 Result on show of hands

On a show of hands, a declaration by the Chair of the meeting and entry in the minute book of the Company is conclusive evidence of the result. Neither the Chair of the meeting nor the minutes need state the number of the votes recorded in favour or against the resolution.

18.11 Demand for poll

- (a) A poll may be demanded on any resolution other than for the adjournment of a meeting.
- (b) If a poll is demanded on a matter:
 - (i) it must be taken when and in the manner the Chair of the meeting directs;

- (ii) any other business of the meeting can be transacted before the poll demanded is carried out; and
 - (iii) if directed by the Chair of the meeting, there may be an interval or adjournment prior to the poll.
- (c) A poll may be demanded by Member Delegates or the Chair of the meeting.
- (d) A poll may be demanded before a vote is taken or immediately after the voting results on a show of hands are declared.
- (e) A demand for a poll may be withdrawn.

18.12 Disallowance of vote

A challenge to a right to vote at a General Meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chair of the meeting, whose decision is final.

18.13 Procedural irregularities

- (a) No decision of the Company, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the By-Laws unless a person including any Member suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Company, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

18.14 Proxies

An Original Member is entitled to appoint any of its Member Delegate(s) or a Member Delegate(s) of another Original Member as a proxy by notice given to the CEO no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19. MEMBER DELEGATES AT GENERAL MEETINGS

19.1 Member Delegates

Subject to this Constitution, each Original Member entitled to vote at a General Meeting shall vote by its Member Delegates or Alternate Member Delegates or its proxy.

19.2 Authority of Member Delegate

An appointment of a Member Delegate, Alternate Member Delegate or proxy will be taken to confer authority on that person.

- (a) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
- (b) to speak on any proposed resolution on which the person may vote;
- (c) to demand or join in demanding a poll on any resolution on which the person may vote;
- (d) even though an instrument appointing the person may refer to specific resolutions and may direct the person how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting; and
- (e) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.

20. ROLE OF THE BOARD

The business of the Company is to be managed by, or under the direction of, the Board.

21. POWERS OF THE BOARD

The Directors:

- (a) may exercise all powers of the Company except any powers that under the Act or this Constitution (if any) are required to be exercised in General Meeting; and
- (b) are entitled to attend all General Meetings of the Company but shall have no voting rights.

22. COMPOSITION OF THE BOARD

22.1 Board composition

The Board shall comprise the following Directors:

- (a) six Elected Directors (at least two of whom must be female and two of whom must be male) who shall be elected in accordance with **Rule 23** and who must be Club Members; and

- (b) up to three Appointed Directors who may be appointed by the Board.

22.2 Chair

- (a) The Board must appoint a Chair from amongst the Directors annually.
- (b) Subject to **Rule 18.5**, the Chair shall be entitled to:
 - (i) chair all meetings of the Board; and
 - (ii) attend and chair all meetings of the Company but shall have no voting rights at any General Meeting.

22.3 Vice Chair

The Board may appoint a Vice Chair from amongst the Directors annually.

22.4 Eligibility of Directors

- (a) The Board will determine necessary experience and qualifications for eligibility of Appointed Directors from time to time.
- (b) A Director can not also be a member of the Council or an officer or an employee of an Original Member or an Associate Member. Any Director holding such position must resign from that position within 48 hours of being elected or appointed as a Director.
- (c) The CEO is not, and shall not be, a Director of the Company and will not be eligible to be appointed or elected as a Director of the Company until the expiration of three (3) years after the date that the person ceases to be the CEO of the Company

22.5 Portfolios

The Board may determine that the interests of the Company are best served by the allocation of portfolios to Directors. The Board may vary the titles and portfolios of each of the Directors in accordance with the needs of the Company from time to time.

23. ELECTION AND APPOINTMENT OF DIRECTORS

23.1 Election of Directors

Directors (other than a person who is an Appointed Director) will be elected in accordance with **Rules 23.1 to 23.5**. The CEO will call for nominations for persons to be considered for election as Directors 60 days prior to that AGM. Nominations must be received by the CEO 45 days before that AGM.

23.2 Nominations

- (a) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;

- (iii) signed by a nominator who must be a Club Member and must state the name of the nominee's Club and be endorsed by an Authorised Representative of either the nominee's Club or of the nominee's Original Member or Associate Member (as the case may be). **Authorised Representative** in this paragraph means an office bearer who is expressly authorised by the relevant entity to so endorse; and
 - (iv) certified by the nominee expressing a willingness to accept the position as a Director.
- (b) If insufficient nominations are received, the Board must nominate a sufficient number of candidates.
 - (c) If the number of candidates nominated for election as Directors does not exceed the number of vacancies, the candidates nominated must at the AGM be declared elected.
 - (d) If the number of candidates nominated exceeds the number required to be elected a ballot must be taken under this Rule.

23.3 Election procedure

If a ballot for the election of Directors is necessary, it shall be taken as follows:

- (a) the Board must fix a time not less than fourteen days before the date of the AGM for the opening of the ballot which shall remain open until 5.00 p.m.(Eastern Standard Time) on the day two days before the date of the AGM;
- (b) the Board must appoint a returning officer (**Returning Officer**) (who may be the CEO or another person) to be responsible for securely receiving ballot papers on the opening of the ballot;
- (c) a ballot paper showing the names in alphabetical order of the candidates nominated for each vacancy in respect of which an election is necessary must be prepared by the Returning Officer together with notices setting out the qualifications and experience of each candidate and the time and date when voting closes. A ballot paper may be sent and received electronically;
- (d) each Original Member is entitled to vote by its Member Delegate and to receive a ballot paper from the Company;
- (e) the ballot paper and notices must be dispatched by the Company in accordance with this Constitution;
- (f) if a ballot paper is lost or not received by an Original Member, that Original Member may orally or in writing request the Returning Officer to issue a replacement ballot paper;
- (g) each Member Delegate voting must vote on the ballot paper by placing a mark against the name of each candidate for whom the Member Delegate wishes to vote. The Member Delegate must vote

- for the full number of candidates required to be elected, otherwise the vote must not be counted;
- (h) the ballot paper must be securely returned to the Returning Officer by such method as is determined by the Returning Officer;
 - (i) votes must be received before the time and date when voting closes failing which the vote will not be counted;
 - (j) the Returning Officer will close the ballot at the determined closing time. Ballots must be opened in the presence of at least two independent scrutineers appointed by the Board and the votes counted;
 - (k) the Returning Officer must report in writing the result of the ballot to the Chair of the AGM who must announce the result and declare elected those candidates obtaining the most votes; and
 - (l) in the case of an equality of votes for any position the Chair of the meeting shall at the AGM conduct a preferential secret ballot. If there is still an equality of votes, the result shall be determined by lot.

23.4 Appointed Directors

- (a) The Board may appoint up to three Appointed Directors.
- (b) Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition but need not have experience in or exposure to Golf. An Appointed Director does not need to be a Club Member.

23.5 Term of office

- (a) Subject to the provisions in this Constitution and the Act relating to the earlier retirement or removal of a Director, Directors elected or appointed under this Constitution shall hold office:
 - (i) for Elected Directors, for a term of three years from the conclusion of the AGM at which they were elected until the conclusion of the third AGM; and
 - (ii) for Appointed Directors, for a term of up to three years from the date they were appointed.
- (b) Elected Directors are eligible for re-election but may only serve a maximum of two consecutive three year terms; so six consecutive years, subject to **Rule 23.5(e)**.
- (c) Appointed Directors are eligible for re-appointment before the third anniversary of their appointment but may only serve a maximum of two consecutive three year terms; so six consecutive years.
- (d) The tenure of Elected Directors shall:

- (i) be in accordance with the terms determined under **Rule 23.5**; and
 - (ii) rotate in accordance with the terms determined under **Rule 23.6**.
- (e) Notwithstanding anything else in this **Rule 23.5** Elected Directors may be re-elected for a third consecutive term of three years. Before a Director can be considered for election for a third consecutive term under this rule the Director's decision to nominate must first be endorsed to go on to the election ballot by Board resolution. If the Board so resolves, the CEO shall notify the members of the Director's nomination to go onto the ballot, no later than 60 days prior to the AGM. Original Members will have the opportunity to object to the applicant going on to the ballot, but must do so prior to nominations closing 45 days prior to the AGM. If three or more Original Members object to the Director being on the ballot, the Director will not be placed on the ballot. An Elected Director is neither:
- (i) eligible to serve any further term if re-elected for a third consecutive term under this **Rule 23.5(e)**; or
 - (ii) eligible to be an Appointed Director after serving any such further term.

23.6 Rotational terms

- (a) Two Elected Directors shall retire each year, until the six Elected Directors have retired, after which those Directors elected to the vacancies after the first year shall retire and so on.
- (b) Notwithstanding any other clause, should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt part of a term under eighteen months shall NOT be deemed a full term for the purposes of this Rule.

24. REMUNERATION AND EXPENSES OF DIRECTORS

- (a) The Board may pay expenses incurred or to be incurred by Directors in performing their duties as officers of the Company.
- (b) Subject to the provisions of the Act, the Directors may only be remunerated for their services with the approval of the Council.

25. INDEMNITY AND INSURANCE

25.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a CEO; or

(c) a Company Secretary,

of the Company is entitled to be indemnified out of the property of the Company against:

(d) every liability incurred by the person in that capacity (except a liability for legal costs); and

(e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

(f) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or

(g) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

25.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Company Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

(a) the Company is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if the Company paid the premium, be made void by statute.

26. VACANCIES OF DIRECTORS

26.1 Grounds for termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

(a) dies;

(b) becomes bankrupt or makes any arrangement or composition with their creditors generally;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

(d) resigns their office by providing notice in writing to the Company;

(e) is absent without the consent of the Board from:

(i) meetings of the Board held during a period of six months; or

- (ii) three consecutive Board meetings;
- (b) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of their interest;
- (c) is removed from office under the Act;
- (d) would otherwise be prohibited from being a Director under the Act; or
- (e) in the opinion of Council has acted in a manner unbecoming or prejudicial to the Objects and the interests of the Company (subject always to the Act).

26.2 Casual vacancies

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy.
- (b) A casual vacancy may be filled in the case of an:
 - (i) Elected Director, by the Directors appointing as a casual vacancy a person who has experience in or exposure to Golf and is a Club Member; or
 - (ii) Appointed Director, by the Directors in accordance with **Rules 22.1(b) and 23.4**.
- (c) An Elected Director appointed under this clause holds office until the end of the term of the Elected Director in whose place they were appointed.

26.3 Remaining Directors may act

If there is a casual vacancy in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

27. MEETINGS OF THE BOARD

27.1 Board to meet

The Board shall meet as required, but no less than six times in every calendar year, for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. The Chair or three Directors may at any time requisition the CEO to convene a meeting of the Board within a reasonable time. The CEO shall comply with such requisition.

27.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of Directors present and entitled to vote. All Directors shall have one deliberative vote, on any question. There is no casting vote.

27.3 Resolutions not in meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) if a failure in communications prevents **Rule 27.3(b)(i)** from being satisfied by a quorum of Directors, the meeting shall be suspended until **Rule 27.3(b)(i)** is satisfied again. If not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.

27.4 Quorum

At meetings of the Board (or participation under **Rule 27.3**) the quorum shall be two thirds of the total number of Directors.

27.5 Notice of Board meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than 14 days' written notice of the meeting of the Board shall be given to each Director unless all Directors agree, the agenda shall be forwarded to each Director not less than seven days prior to such meeting.

27.6 Validity of Board decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated if ratified at a subsequent Board meeting.

27.7 Conflict of interest

A Director shall declare any matter in which the Director has a material personal interest and the Director must be absent from discussions of such matter and shall not be entitled to vote in respect of such matter. If there is any uncertainty as to whether it is necessary for a Director to be absent from discussions and

refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

27.8 Chair of Directors meetings

- (a) The Chair shall chair meetings of Directors.
- (b) The Directors must elect a Director present at the meeting to chair a meeting, or part of it, if the Chair is not available for holding the meeting or declines to act for the meeting or the part of the meeting.

27.9 Committees

- (a) Subject to **Rule 27.9(c)** the Directors may by instrument in writing create, establish or appoint committees consisting of such persons as the Directors think fit.
- (b) Subject to **Rule 27.9(c)** the Directors will by instrument in writing create, establish or appoint the following standing committees:
 - (i) Nominations Committee;
 - (ii) Risk and Audit Committee; and
 - (iii) People and Culture Committee;consisting of such persons as the Directors think fit.
- (c) A committee created under **Rule 27.9(a)** or a standing committee created under **Rule 27.9(b)** must:
 - (i) comply with the terms of the instrument of delegation in exercising the powers delegated by the Directors; and
 - (ii) exercise the powers delegated to it in accordance with any directions of the Directors.
- (d) The Board in establishing such committees must not delegate a function imposed on the Board or the CEO by the Act or any other law, or this Constitution, or by resolution of the Council in General Meeting.

27.10 Conduct of committee meetings

- (a) A committee created under **Rule 27.9** may elect a person to chair its meetings unless otherwise directed by the Board. If no such person is elected, or if at any meeting the committee chair is not present within 15 minutes after the time appointed for holding the meeting, the committee members present at the meeting may elect one of their number to chair the meeting.
- (b) A committee created under **Rule 27.9** may meet and adjourn as it thinks proper.

27.11 Votes at Board and committee meetings

A resolution of the Directors or a committee must be passed by a majority of votes of the Directors or committee members entitled to vote on the resolution.

27.12 Delegation to individual Directors

- (a) The Board may delegate any of its powers to one or more Directors.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

27.13 Validity of Directors' acts

An act done by

- (i) a person acting as a Director; or
- (ii) by a meeting of Directors; or
- (iii) a committee attended by a person acting as a Director

is not invalidated by reason only of:

- (iv) a defect in the appointment of the person as a Director;
- (v) the person being disqualified to be a Director or having vacated office; or
- (vi) the person not being entitled to vote;

if that circumstance was not known by the person or the Directors or the committee as the case may be when the act was done.

28. CHIEF EXECUTIVE OFFICER

28.1 Appointment of Chief Executive Officer

- (a) The CEO shall be appointed by the Board for such terms and on such conditions as the Board thinks fit.
- (b) Subject to the terms and conditions of that appointment the Board may suspend or remove the CEO from that office.

28.2 Chief Executive Officer

The CEO shall administer and manage the Company in accordance with this Constitution and the directions of the Board.

28.3 Specific duties

The CEO shall:

- (a) as far as practicable, attend all Board meetings and General Meetings;

- (b) prepare the notice of and agenda for all Board meetings and all General Meetings;
- (c) ensure that minutes of the proceedings of all meetings of the Board and the Council are recorded and prepared; and
- (d) regularly report to the Board (and if required, to the Council) on the activities of, and issues relating to, the Company.

28.4 Chief Executive Officer may employ

The CEO, in consultation with the Board, may, on behalf of the Company, employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the CEO determines.

29. BY-LAWS

29.1 Board to formulate by-laws

- (a) The Board may formulate, approve, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Company, the advancement of the Objects and Golf, as it thinks necessary or desirable.
- (b) Such By-Laws must be consistent with this Constitution and any policy directives of the Council.

29.2 By-laws binding

All By-Laws made under this Rule are binding on the Company and Members.

29.3 Notices binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members in such manner as approved by the Board.

30. RECORDS AND ACCOUNTS

30.1 Chief Executive Officer to keep records

The CEO shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Council and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

30.2 Records kept in accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. All books, documents and securities of the Company shall be kept in the care and control of the CEO.

30.3 Company to retain records

The Company shall retain such records for not less than seven years after the completion of the transactions or operations to which they relate.

30.4 Board to submit accounts

The Board shall submit to the AGM the accounts of the Company in accordance with this Constitution and the Act.

30.5 Accounts conclusive

The accounts when submitted to the AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

30.6 Documents to be sent

The CEO shall cause to be made available to all persons entitled to receive notice of AGMs of the Company in accordance with this Constitution, a copy of the Company's accounts, the Board's report, the auditor's report and any document required under the Act (if any).

30.7 Negotiable instruments

All payments or transfers of money by the Company and all receipts for money paid to the Company, shall be made and/or accepted with the authority, and in the manner, as the Directors determine.

31. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Council and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act.
- (b) The accounts of the Company including the profit and loss accounts and balance sheets shall be examined by the auditor or auditors at least once in every year.

32. NOTICES

32.1 Manner of notice

- (a) Notices may be given by the Company to any Member and Director by any means provided for by the Act including but not only serving it on the person or by sending the notice by pre-paid post or by electronic mail, to the person's registered address or electronic mail address of the person as notified. Unless prohibited by the Act notices may also be given by being posted on the Company's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two business days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

- (d) Where a notice is given by posting on the Company's website, service of the notice shall be deemed one business day after posting.
- (e) Any notice sent under Rules 32.1(c) or (d) may only be given in accordance with the requirements of section 253RA of the Act,

32.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

33. SEAL

33.1 Execution without common seal

The Company may execute a document without using a common seal if the document is signed by:

- (a) two Directors;
- (b) a Director and the CEO; or
- (c) except for deeds, a Director nominated for that purpose by the Directors.

33.2 Directors' interests

A Director may not sign a document if the Director is interested in the contract or arrangement to which the document relates.

33.3 Access to records

- (a) Subject to the Act the Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members.
- (b) No Member has any right to inspect any accounting or other records of the Company except as conferred by statute or as authorised by the Directors or by a resolution passed at a General Meeting.

34. FUNDS

34.1 Funds

The funds of the Company shall be derived from Members' fees, levies and subscriptions, donations, grants, sponsorship and such other sources as are determined by the Board.

34.2 Deposit and receipt of funds

All money received by the Company shall be deposited as soon as practicable and without deduction to the credit of the Company's bank account.

34.3 Management

The income and property of the Company shall be applied solely towards the promotion of the Objects.

35. ALTERATION OF RULES

This Constitution shall not be altered except by Special Resolution.