

CONSTITUTION OF BRISBANE WATER DISTRICT VETERAN GOLFERS CLUB INCORPORATED

This Constitution was approved by Special Resolution at the Special General Meeting
conducted on 3rd February 2025.

NAME

1. The name of the Club (hereinafter called the "Club") is **BRISBANE WATER DISTRICT VETERAN GOLFERS' CLUB INCORPORATED.**

DEFINITIONS

2. In these Rules unless there be something in the subject or context inconsistent therewith:

Act means the Associations Incorporations Act 2009 (NSW).

By Laws shall mean and include Rules.

The Club means the abovenamed "Club".

The Club Notice Board means a board designated which notices for the information of members are posted.

Committee means the members for the time being of the Committee of the Club constituted in accordance with this Constitution.

Full Member in relation to the Club means a person who is an Ordinary Member or Life Member of the Club.

in writing or **written** include printing, typing, lithography, email and other modes of representing or reproducing words in visible form in the English language.

month means calendar month.

Office means the registered place of business and postal address for the time being of the Club as required as per the Act.

Ordinary Member means a member of the Club other than a Life member of the Club.

Public Officer means an officer as defined in the Act.

Secretary includes Acting Secretary, Assistant Secretary.

Special Resolution has the meaning assigned thereto by the Act.

INTERPRETATION

3. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

(b) The headings in this Constitution are not part of this Constitution and shall not affect their meaning.
4. A decision of the Committee on the construction or interpretation of this Constitution or on any By Laws or Rules and Policy Statements of the Club made pursuant to this Constitution, or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
5. The replaceable rules which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. In this Constitution, unless the context otherwise requires, a reference to a statute, regulation, ordinance, code or other law includes subordinate legislation (including regulations) and other instruments under it and consolidations, amendments, reenactments or replacements of any of them.
7. This Constitution shall be read and construed subject to the provisions of the Associations Incorporations Act 2009 and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

OBJECTS

8. The objects for which the Club is established are:
 - (a) To promote and conduct for the benefit of Veteran Golfers the game of golf and such other sports, games, social entertainments and recreations, indoor and outdoor as the Club may deem expedient, and through our community-based association aim to enhance the health, longevity, and wellbeing of mature age men and women by offering opportunities for physical and mental activities through competitions, fellowship, camaraderie, entertainment, and social interactions.
 - (b) To raise money by joining fees, annual subscriptions, event playing fees and other payments payable by members and to grant any rights and privileges to members.
 - (c) To promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions, matches and other sports and to offer give or contribute towards prizes, medals, and awards.
 - (d) To establish a Bank Accounts and to draw, make, accept, endorse, sign and issue cheques and other negotiable instruments.

- (e) To subscribe to become a full member of and co-operate with any association, club, or organisation whose objects are altogether or in part similar to those of this club.
- (f) To affiliate with the New South Wales Veteran Golfers Association (NSWVGA) or such other body as may be established to control Veteran Golfers Associations or Clubs in New South Wales.
- (g) To be a not-for-profit organisation and shall be bound by the Associations Incorporation Act 2009 and any relevant laws governing the state of New South Wales and the Commonwealth.

MEMBERS

- 9. The Club shall consist of golfers who have attained the age prescribed in the constitution of the New South Wales Veterans Golfers Association, are financial playing members of a golf club affiliated with Golf NSW or Golf Australia and has a Golf Australia handicap.
- 10. Application for membership shall be made to the Committee who shall have full power and discretion to admit the applicant to membership or to reject the application and in the latter event shall not be required to provide any reason for the rejection.
- 11. A Register of Members shall be kept by the Secretary.
- 12. The Committee may fix a joining fee to be paid on application for membership being made and shall fix the annual subscription to be paid by members.
- 13. If any member fails to pay any subscription or other moneys due by him/her to the Club within one (1) calendar month of such payment becoming due, the Committee may cause his/her name to be removed from the register of Members of the Club and he/she shall thereupon cease to be a member.
- 14. No Member shall reap a pecuniary gain from the operations of the Club.

LIFE MEMBERS

- 15. Honorary Life Membership may be conferred upon any Member who has rendered outstanding service to the Club. To be eligible for Honorary Life Membership a member must be nominated by a member and seconded by another.
- 16. Such nomination shall be forwarded to the Committee for approval and if approved by the Committee shall be referred to the next General Meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be an Honorary Life Member.

THE COMMITTEE

17. The Committee, fourteen (14) members maximum, shall consist of the President, Vice-President, Captain, Vice-Captain, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and a maximum of six (6) supplementary Committee Members. All Committee Members must be a financial member of the Club and comply with all conditions of Club Membership.
18. The Committee shall be elected to hold office for a period of one (1) year commencing on the day following the day of election.
19. The maximum number of consecutive terms of office in any one position on the committee is five (5) years.
20. The management of the business and affairs of the Club shall be vested in the Committee whose decision in any matter shall be final.
21. In the event the Committee is unable to resolve any internal dispute or disciplinary action, the Committee may seek legal advice or refer the matter to an independent arbitrator.
22. The Committee shall meet at least once bimonthly.
23. Committee meetings may be conducted electronically, subject to the agreement of the President, by emailing the agenda and papers to all committee members and seeking responses to the recommendations by email within 7 days of receiving notice of the meeting.
24. An electronic meeting would be appropriate in the following circumstances:
 - a. If there is little business for the committee to consider, but an item cannot wait for the next meeting to be approved.
 - b. If it is known that many committee members will be unavailable and there would not be a quorum at the meeting.
 - c. If a matter requiring a decision arises between meetings, but it would be inappropriate for the President to solely make a decision.
25. No business of the Committee shall be transacted unless a quorum of seven (7) members are present, or seven (7) responses are received via email if a meeting has been conducted electronically.
26. If, for any reason, the office of any member of the Committee becomes vacant the Committee shall within two (2) months of the vacancy occurring either appoint a successor to that office to hold it until the next Annual General Meeting or leave it vacant until the next Annual General Meeting.
27. All cheques, other negotiable instruments, and direct crediting (through an internet banking facility) to be drawn or executed by the Club must be signed or authorised by any two (2) of the persons holding the offices of President, Vice President, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer.

VACANCIES ON THE COMMITTEE

28. Subject to the provisions of this Constitution the members in a General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Committee whomsoever or the whole of the Committee before the expiration of his, her or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed.
29. The office of Committee Member shall forthwith be vacated if that person:
- a. Dies;
 - b. ceases to be a member entitled to hold office on the Committee;
 - c. becomes insolvent under administration or is convicted of an offence and sentenced to imprisonment;
 - d. Is found to have misappropriated or theft of funds or property of the Club;
 - e. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - f. is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that this office is vacated;
 - g. by notice in writing given to the President that person resigns from office.
 - h. is prohibited from being a member of the Committee by reason of any order made under the Act, or any other law;
 - i. ceases to be a member of the Club;
 - j. fails to declare the nature of any material personal interest in a matter referred to the Act.

HONORARIUMS

30. The Committee may grant an honorarium to any member of the Committee who by reason of the office held by him/her is required to expend considerable time and/or incur expenditure to perform their duties on behalf of the Club up to the limit set at the General Meeting.

ACCOUNTS AND AUDIT

31. The Committee shall maintain proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act.
32. The books of accounts shall be kept at the Registered Office of the Club or at such other place as the Committee thinks fit. The Club shall, at all reasonable times make its accounting records available in writing for inspection of members of the Committee and any other persons authorised or permitted by or under the Act to inspect such records.
33. The Committee must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Treasurers' report for the relevant financial year of the Club.
34. The financial year of the Club shall commence on the first day of October and end on the last day of September in each year or such other period as having regard to the Act, the Committee may determine.
35. Auditor or Auditors shall be appointed at the General Meeting and their duties regulated in accordance with the Act and any remuneration shall be fixed by the Committee.

GENERAL MEETING

36. A general meeting shall be held once at least in every calendar year at such time and place as may be determined by the Committee but within the time frame prescribed in the Act after the end of the financial year. Such meeting shall be called the Annual General Meeting.
37. At least twenty one (21) days prior notice of a general meeting shall be given to members. Such notice shall be given by electronic mail (where possible), club notice board and club web site and shall advise the agenda for the meeting, any notice of special or ordinary business and the venue, date and time of the meeting.
38. Nomination for any position on the Committee shall be moved and seconded from the floor of the Annual General Meeting. The Nominee shall signify his/her acceptance of the nomination either orally at that meeting or in writing signed by the Nominee and presented at that meeting.
39. The Annual General Meeting shall appoint a Returning Officer and two (2) Scrutineers who shall conduct any ballot that may become necessary. In the event on an equality of votes, the results shall be determined by the drawing of Lots.
40. The Committee may whenever it thinks fit convene an extraordinary general meeting of members.

PROCEEDINGS AT GENERAL MEETINGS

41. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and reports prescribed in the Act and to elect in the manner hereinbefore provided the members of the Committee and subject to the Act to appoint an Auditor or Auditors.
42. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than twenty (20) members present and entitled to vote and at all other General Meetings and Annual General Meetings.
43. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Committee may determine but such a period shall not exceed 21 days. If at such adjourned meeting a quorum is not present, the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
44. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall be Chairman, but if the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Committee or one of their number to be Chairman of the meeting.
45. Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by the members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
46. A person shall not attend or vote at any meeting of the Club or of the Committee or of any committee thereof or vote at any election of, or of a member of, the Committee, as a proxy of another person.
47. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
48. If a poll is demanded, it shall be taken in such a manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.

49. The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting when a meeting adjourned for thirty (30) days or more, where notice of the adjourned meeting shall be given as in the case of an original meeting.
50. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the next succeeding meeting and if purporting to be signed shall be prima facie evidence of the proceedings to which it relates.

DISCIPLINARY PROCEEDINGS

51. If any member refuses or fails to comply with any of the provisions of this Constitution or the Club's By-Laws or is, in the opinion of the Committee, guilty of any conduct prejudicial to the interests of the Club, conduct which is unbecoming of a member or conduct which shall render that member unfit for membership, the Committee shall have the power to reprimand, suspend for such a period as it considers fit, expel or accept the resignation of such member provided that:
- (a) The Club must give written notice of any charge against such member under this rule at least fourteen (14) days before the meeting at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (c) The member charged is not entitled to be represented by another person at the meeting.
 - (d) If the member attends the meeting:
 - (i) after the Committee has considered the evidence and any representations made by the member, it must come to a decision as to the member's guilt or innocence in relation to the charge, and inform the member of its decision prior to considering any penalty;

- (ii) if found guilty, the member must be given an opportunity to address the Committee in relation to the penalty appropriate to the charge, before the Committee determines the penalties to be imposed; and
 - (iii) the Committee may notify the member at the meeting, or in writing after the meeting, of the penalties imposed.
- (e) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Committee may decide on the evidence before it, and determine any penalty in the member's absence, having regard to any representations made to it in writing by the member charged; and
 - (ii) the member shall be notified in writing of any decision and penalties imposed, if any.
- (f) Minutes of each meeting held under this Rule 51 shall be kept by the Committee.
- (g) No motion by the Committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Committee present vote in favour of such motion.
- (h) Any decision of the Committee at the meeting or any adjournment of such meeting shall be final, and the Committee shall not be required to assign any reason for its decision.
- (i) In the event that a notice of charge is issued to a member pursuant to Rule 51(a), the Committee shall have the discretionary power to suspend that member from all or any privileges of the Club until the charge is heard and determined.
- (j) The powers of the Committee under Rules 51(a) to 51(i) may be exercised by a Conduct Committee. A quorum of the conduct committee is 2 Committee members. Any decision of the conduct committee shall have full force and effect unless rescinded by a resolution of the Committee, in which case the Committee shall determine the matter by way of a re-hearing following the procedures set out in this Rule 51.

WINDING UP

- 52. No Member shall reap a pecuniary gain in the event of dissolution of the Club and no assets of the club shall be distributed among the Members.
- 53. All remaining assets shall be transferred to a nominated organisation having similar objectives by the membership.

54. In the event of the winding up of the Club the liability of the members is limited. Every current member and any member ceasing their membership within one year prior undertakes to contribute to payment of debts and liabilities of the Club contracted prior to the cessation of their membership and towards costs, charges and expenses incurred in winding up the Club.
55. The contribution amount shall not exceed one dollar (\$1.00) per member.

AMENDMENTS TO CONSTITUTION

56. This Constitution can only be amended or replaced by way of Special Resolution passed at a general meeting of the members of the Club. Only financial members are entitled under this Constitution to vote on Special Resolutions shall be eligible to vote on any Special Resolution to amend or replace this Constitution.