

I N D E X
STATEMENT OF RULES
Golf Society of Australia Inc. Reg. No. A0003262H

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**STATEMENT OF RULES
GOLF SOCIETY OF AUSTRALIA INCORPORATED**

Reg. No. A0003262H

1. Name

The name of the incorporated association is **Golf Society of Australia Incorporated** (in these Rules called "the Association").

2. Purpose

The purposes of the Golf Society of Australia are to research and preserve the history of golf in Australia. These objectives include-

- establishment of a golf museum
- collection of golf memorabilia
- regular golf days
- dinners with guest speakers

3. Definitions

(1) In these Rules, unless the contrary intention appears-

"**Act**" means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act";

"**committee**" means the committee of management of the Association;

"**financial year**" means the year ending on 30 June;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.:-

"**member**" means a member of the Association;

"**Foundation members**" are;

| | |
|-------------------|--------------------------|
| Ken Shepherd | David Joubert |
| Peter Rosenhain | Bettine Burgess |
| John Snell | Phil Braddock |
| Bill Edgar MBE | Gwenda Anderson |
| Doug Bachli MBE | Peter Andrew |
| Peter Thomson OBE | Fred Lester |
| Don Lawrence | Keith Alcock |
| Colin Phillips | Ian Holland |
| Burtta Cheney MBE | <u>South Australia</u> |
| Hartley Mitchell | H.C.' McDonald |
| Ken Christian | J.D. Crosby |
| Ranald Macdonald | <u>Tasmania</u> |
| Neil Titheridge | D.H. Halliwell |
| George Naismith | <u>New South Wales</u> |
| John Hood | A.H. Higinbotham. |
| Bill Whitton | J.S. McQueen OBE |
| Lorna Hanscomb | <u>Western Australia</u> |
| Di Gatehouse | P. Loader |
| John Hilliard | M. Dawson |
| Mike Fitchett | <u>Queensland</u> |

Tony Alderson Smith
Bruce Green

Dr. J.D. Dixon
H. William

"ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 21;

"Regulations" means regulations under the Act.

"relevant documents" has the same meaning as in the Act.

(2) Where a person holds office under these rules as Secretary of the Association, that person shall be appointed as the Public Officer of the Association.

4. Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

5. Alteration of the rules.

These Rules and the statement of purposes of the Association must not be altered except by special resolution in accordance with the Act. For the purpose of these rules, a resolution is a special resolution if it is passed by a majority of not less than seventy-five percent of members entitled to vote, who are present and voting, or voting by proxy, at a general meeting of which not less than twenty-one days notice has been given to all members in accordance with the Act.

6. Membership, entry fees and subscription

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.

(2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-

(a) he or she applies for membership in accordance with sub-rule (3); and

(b) the admission as a member is approved by the committee.

(3) An application of a person for membership of the Association must be-

(a) made in writing in the form set out in Appendix 1; and

(b) lodged with the Secretary of the Association.

(4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.

- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9)
- (a) The Committee shall not be bound to acceptance of the application for membership of any person. In the event of non-acceptance the indemnity clause as set out as rule 51 shall be in effect
 - (b) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association-
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The entrance is as determined by the committee from time to time but shall not exceed double the annual subscription.
- (12) The annual subscription is as determined by the committee from time to time provided the increase does not exceed 10 per cent in any one year. The subscription is payable in advance on or before 30 th June in each year.
- (13) Life and Honorary Membership. On the recommendation of the Committee, a person may be elected by special resolution at a General Meeting to be:-
- (a) a Life Member: any member of the Society who, in the opinion of the Committee has rendered outstanding service to the Society or to the sport of golf,
 - (b) an Honorary Member:
 - (i) any member of the Society, or
 - (ii) any person, not being a member of the Society who has been distinguished for their services to the community in general or to the sport of golf.
- Life and Honorary Members shall be entitled to all privileges of the Society without payment of subscription, except as stated under Rule 6 (14).
- (14) Life members of the Society are entitled to vote at general meetings. Honorary members are not entitled to vote at general meetings.

6A. Special members.

- (1) In addition to the classes of membership referred to in Rule-6, there shall be a class of special membership.
- (3) The Committee shall set from time to time, the entrance fee (if any) and annual subscription (if any) payable in respect of the class of special membership.
- (4) For the purposes of the class of special membership, following upon a resolution of the Committee, the Association shall invite golf clubs which are affiliated with Golf Australia Inc. to nominate (according to the resolution of the Committee) one or more persons to be members of the Association.
- (4) A nomination made pursuant to rule 6A(2) shall:
- (a) be in writing;
 - (b) specify a period not exceeding 5 years during which a person nominated is to be a special member of the Association; and
 - (c) be signed by:
 - (i) the President for the time being of the golf club making the nomination; and also
 - (ii) the person nominated, who by his signature will agree to be bound by the rules of the Association for the time being in force.
- (5) After a nomination has been made in the manner required by Rule 6A(3), the Committee must determine whether to approve or reject the nomination. Provided that:
- (a) the Committee shall not be bound to accept the nomination for membership of any person;
 - (b) in the event of the Committee not approving the nomination of any person, the provision for indemnity set out in Rule 51 shall apply; and
 - (c) if the Committee rejects a nomination, it must notify the golf club which made the nomination that the nomination has not been approved and at the discretion of the Committee invite that golf club to make another nomination.
- (6) Subject always to Rule 6A(6), if the Committee approves a nomination made in the manner required by Rule 6A (3), then Rules 6A(6), (7),(8) and (10) will apply with the necessary changes.
- (7) Persons who are admitted to special membership of the Association shall:
- (a) Have the rights:
 - (i) to receive notices of all general meetings of the Association.
 - (ii) to attend and speak at all general meetings of the Association;
 - (b) Not have the right to vote at general meetings of the Association; and
 - (c) Remain members of the Association until the first to occur of:
 - (i) the expiry of the term of appointment by the golf club which nominated them;
- or
- (ii) they cease to be members in accordance with Rules 6 or 12.

7. Register of members

- (1) The Secretary must keep and maintain a register of members containing-
- (a) the name and address of each member;
 - (b) the email address last given by the member (if available); and
 - (c) the date on which each member's name was entered in the register after payment of

the required fee.

(2) The register is available for inspection free of charge by any member upon request.

(3) A member may make a copy of entries in the register.

8. Ceasing membership

(1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)--

(a) the member ceases to be a member; and

(b) the Secretary must record in the register of members the date on which the member ceased to be a member.

(3) A member who is unfinancial after three months from the due date will cease to be a member, at the discretion of the committee.

9. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

10. Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) Subject to subrule (3), the Committee may appoint any person to a disciplinary subcommittee.

(3) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

11. Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

(a) stating that the Association proposes to take disciplinary action against the member; and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary

meeting); and

- (d) advising the member that the member may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 13.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

12. *Decision of subcommittee*

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

13. *Appeal rights*

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 12 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 7 days after the vote.
- (3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.
- (5) A person must not be appointed to an appeal subcommittee if the person—
 - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the member concerned.
- (6) The committee must convene a meeting of the appeal subcommittee (*the disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—

- (a) specify the date, time and place of the meeting; and
- (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

14. *Conduct of disciplinary appeal meeting*

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

15. *Grievance procedure – Application*

- (1) The grievance procedure set out in this Part applies to disputes under these Rules between—
 - (a) a member and another member; and
 - (b) a member and the Committee; and
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

16. *Parties must attempt to resolve the dispute*

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

17. *Appointment of mediator*

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Committee; or
- (ii) if the dispute is between a member and the Committee or the Association—a registered mediator.

Note

This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (3) Subject to subrule (4), the Committee may appoint any person as a mediator.
- (4) The Committee must not appoint a person as a mediator if the person—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

18. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid—
 - (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (b) if there is no such agreement—by the Committee.

19. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

20. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association provided always that the annual general meeting must be held within five months after the end of the financial year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

(4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

21. Special general meetings

(1) In addition to the annual general meeting, any other general meetings may be held in the same year.

(2) All general meetings other than the annual general meeting are special general meetings.

(3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

(4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

(5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.

(6) The request for a special general meeting must--

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

22. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

23. Notice of general meetings

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

- (a) by prepaid post to the address; appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

24. Quorum at general meetings

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

(2) Ten members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

- (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
- (ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than Five) shall be a quorum.

25. Presiding at general meetings

(1) The President shall preside as Chairperson at each general meeting of the Association.

(2) If the President is absent from a general meeting, or is unable to preside, the members present must select one of their number to preside as Chairperson.

26. Adjournment of meetings

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 23.

(4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

27. Voting at general meetings

(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at a general meeting or by proxy unless all moneys due and payable by the member to the Association have been paid.

28. Poll at general meetings

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

29. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority (special resolutions require a seventy-five percent majority of persons attending and voting at a general meeting); or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association--
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

30. Proxies

Members are entitled to appoint another member as a proxy by notice given to the Secretary. no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

31. Use of Technology

(1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

32. *Committee of Management*

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee--

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations and any Bylaws, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

(3) Subject to section 23 of the Act, the committee shall consist of--

- (a) the officers of the Association; and
- (b) six ordinary members, and:
- (c) a representative appointed by Golf Australia.

33. *Office holders*

(1) The officer of the Association shall be--

- (a) a President;
- (b) a Treasurer; and
- (c) a Secretary; who shall also be the public Officer.

(2) The provisions of rule 35, so far as they are applicable and with the necessary modifications, apply to the election of persons to any of the offices referred to in sub-rule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election to a maximum continuous term of six years.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

34. *Ordinary members of the committee*

(1) Subject to these Rules, each ordinary member of the committee shall hold office for a period of three years following his or her election at an annual general meeting of the Association and shall be eligible for election for a further term of three years following with a maximum continuous term of six years.

(2) Each year the two longest serving ordinary members of the committee will retire and, if eligible may seek re-election. In determining which ordinary members should retire, in the

event that the period of service is equal for more than two, then all of those members will draw lots to determine the matter.

(3) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

35. Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (1) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (5) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting by providing a ballot paper to the attendees. A returning officer independent of the candidates shall be appointed by the chairman to determine the result of the ballot. If candidates receive an equal number of votes, the successful candidate shall be determined by lot.

36. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member;

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

37. Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

38. Notice of committee meetings

(1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

(2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

39. Quorum for committee meetings

(1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present--

- (i) in the case of a special meeting--the meeting lapses;
- (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.

(3) The committee may act notwithstanding any vacancy on the committee.

40. Presiding at committee meetings

At meetings of the committee--

- (a) the President or
- (b) in the President's absence or if the President is unable to preside, the members present must choose one of their number to preside.

41. Voting at committee meetings

(1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests; by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

42. Use of technology

(1) A committee meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

43. Removal of committee member

(1) The Association in a general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

44. Conflict of interest

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.

- (2) The member—
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) The Committee must keep a conflict of interest register, noting conflicts when they arise in the minutes of the meeting.

45. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

46. Funds

(1) The Treasurer of the Association must—

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised members of the committee.

(3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

47. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of two members of the committee.

48. Notice to members

- (1) Except for the requirement in rule 23, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-
 - (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

49. Winding up

If upon the winding up or dissolution (other than for the purposes of reconstruction or amalgamation) of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other Association, Company, Institution or Institutions having objectives similar or in part similar to the objectives of the Association and which shall prohibit the distribution of its or their income and property amongst its or their membership to an extent at least as great as imposed on the Association.

50. Custody and inspection of books and records,

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) Any member shall be entitled to inspect the records of the Association upon written application to the Secretary. The Secretary shall produce books and records so requested within seven days of receipt of such application.

51. Indemnity

Every current or former Auditor and "Officer" as defined in these rules (including members of the Committee and paid employees) shall, to the full extent permitted by law, be indemnified out of the assets of the Association against:

- (1) All liability to another person (other than the Association or a related body corporate of the

Association) unless the liability arises out of conduct involving lack of good faith, or the liability is for a pecuniary penalty or compensation order imposed under the Act; and

(2) all legal costs in defending an action for: liability (including for all reasonable costs and expenses) incurred by the Auditor or Officer other than costs incurred:

- (i) in defending or resisting criminal proceedings, in which the person is found guilty;
 - (ii) in connection to an application in relation to such proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 69 (1); or (4) in defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established.
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These rules were initially approved at the
AGM 15th November 2004

Amended Rule 4A on 29th November 2010

These amended rules were approved at the
AGM on 11th November 2024

NOMINATION for MEMBERSHIP

Candidates Name

Home Address

Hm Phone

Mobile

Email

Golf Clubs

Golf Link No

Golf affiliations(s), past and present involvement in golf.

Proposer

Print Name

Signature

Seconder

Print Name

Signature

I hereby agree to my nomination for membership of the Golf Society of Australia and that the above information is correct. I agree to be bound by the Rules of the Association for the time being in force.

Candidates Signature

Date

Please return completed form to the Secretary, Golf Society of Australia