

**RULES
OF THE
SUNSHINE COAST AND SOUTH BURNETT DISTRICT
GOLF ASSOCIATION INCORPORATED**

Incorporated under the
Associations Incorporation Act 1981

13 May 1992 - N° IA10267

These Rules were ratified by the Delegates of the
Sunshine Coast and South Burnett District Golf Association Incorporated
at the Special General Meeting held on Saturday 11th December 2010
at the Beerwah Golf Club

And registered with the
Queensland Department of Justice and Attorney-General

And approved on the 28th February 2011

Document Number: 3616499



R U L E S

CONTENTS

<u>Rule N^o</u>	<u>Title</u>
1	Name
2	Objects
3	Powers
4	Membership
5	Honorary Life Members
6	Register of Members
7	Representation and Voting
8	Membership Fees
9	Other Golfing Bodies
10	Termination of Membership
11	General Meetings
12	Annual General Meetings
13	Special General Meetings
14	Office Bearers and Management Committee
15	Functions of the Management Committee
16	Meetings of the Management Committee
17	Common Seal
18	Funds and Accounts
19	Documents
20	Financial Year
21	Winding Up
22	Alteration of Rules
23	Notices
24	By-Laws
25	Golf Queensland
26	Indemnity

R U L E S

1. Name:

The name of the incorporated association (under the provisions of the Associations Incorporation Act 1981) shall be the "Sunshine Coast and South Burnett District Golf Association Inc.", hereinafter called the "Association".

2. Objects:

The objects for which the Association is established are:

- a) To promote the game of golf;
- b) To develop golfing talent;
- c) To affiliate with Golf Queensland, the acknowledged governing body in the State of Queensland;
- d) To administer the rules of the game and to decide upon questions concerning the interpretation of the rules, providing that any interpretation be subject to ratification or otherwise by Golf Queensland;
- e) To form and register zones within the areas of the Association and to allocate affiliated clubs to be member clubs of these zones as may be considered desirable;
- f) To control and regulate all Association Championships and such other golf tournaments as the Association may determine from time to time;
- g) To adjudicate upon disputes referred by a Member Club or Clubs in respect to a decision made by an affiliated club or clubs, providing that any decision made by the Association be subject to appeal through the Association to Golf Queensland;
- h) To authorise, determine and control the principles of the Australian course rating and handicapping system as determined by Golf Australia;
- i) To regulate, when called upon to do so, the dates for open tournaments conducted by affiliated clubs;
- j) To control and manage representative teams selected by the Association;
- k) To do all such other things incidental or conducive to the above objects which the Association may decide by resolution in accordance with these Rules.

3. Powers:

The powers of the Association are:

- a) The Association has, in the exercise of its affairs, all the powers of an individual.
- b) The Association may, for example: (a) Enter into contracts, (b) Acquire, hold, deal with and dispose of property, (c) Make charges for services

and facilities it supplies and (d) Do other things necessary or convenient to be done in carrying out its affairs.

- c) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4. Membership:

- a) The membership of the Association shall be unlimited in number and shall consist of:
 - i) Properly constituted Golf Clubs being proprietors of or having under their control and direct under a lease or agreement a Golf Course situated within the current boundaries of the Association.
 - ii) Honorary Life Members in accordance with Rule 5;
 - iii) Other Golf Clubs as specified in Rule 4(b)(ii);
- b) The following Golf Clubs are members of the association:
 - i) Beerwah and District Memorial Golf Club Inc
Blackbutt Golf Club
Bribie Island Golf Club
Caboolture Golf Club Inc
Caloundra Golf Club Inc
Cooroy Golf Club Inc
Goomeri Golf Club
Gympie Golf Club Inc
Headland Golf Club Inc
Horton Park Golf Club
Hyatt Regency Coolum
Kabi Organic Golf Club
Kilcoy Golf Club
Kilkivan Golf Club
Kingaroy Golf Club Inc
Kumbia Golf Club
Mount Coolum Golf Club Inc
Murgon Golf Club
Nambour Golf Club
Nanango Golf Club Inc
Noosa Springs Country Club
Noosa Valley Country Club
North Lakes Golf Club
Pacific Harbour Golf & Country Club
Pelican Waters Golf Club
Peregian Springs Golf Club
Pine Rivers Golf Club Inc
Proston Golf Club Inc
Tewantin Noosa Golf Club
Tin Can Bay Golf Club
Twin Waters Golf Club
Wantima Country Club Ltd
Wondai Golf Club
Woodford Golf Club Inc

- ii) Such other Golf Clubs approved in general meeting of the Association. A golf club situated outside the current boundaries of the Association cannot become a member without the written approval of Golf Queensland.
- c) Each Golf Club making application for membership with the Association shall do so in the following manner:
 - i) Duly complete the form of application approved by the Management Committee, such form of application to be signed by the President and Secretary of the applicant club.
 - ii) Such form of application shall include the following details:
 - The name and address of the applicant Club shall be stated in full;
 - The number of male members in all categories of membership;
 - A copy of the governing rules of the applicant Club;
 - A statement to the effect that the applicant Club shall agree to abide by and enforce the Rules and all lawful decisions of the Association;
 - Details of Land Tenure;
 - The closing date of its financial year.
 - iii) The application for membership shall be accompanied by the requisite fee as set by the Management Committee from time to time.
- d) After receipt of any application for membership together with the requisite fee, the Management Committee shall present the application to the next general meeting of delegates which meeting shall consider such application and thereupon determine upon the admission or rejection of the applicant.
 - i) Any applicant who receives a majority of two thirds or more of the votes of the members at the general meeting shall be accepted as a member of the association.
 - ii) Upon the acceptance or rejection of any application for membership the Secretary shall forthwith give to the applicant notice in writing of such acceptance or rejection.
- e) For the purposes of administration and organisation of golfing events, the Association is comprised of three zones. These zones are The Sunshine Coast Golf Zone, The Glasshouse Mountains Golf Zone and the South Burnett Golf Zone.
- f) **Member Clubs from each zone, sub committees of the Association and the duties of sub committees of the Association etc are to be shown separately in the Associations By Laws.**

- g) The Management Committee will determine into which zone future golf clubs admitted as members of the Association under rule 4(b)(ii) will be allocated. **Refer Association By-Laws for allocations.**
- h) Each Member Club shall, within one month of passing an amendment of its rules notify the Association, in writing, of such alteration or amendment.

5. Honorary Life Members:

On the recommendation of the Management Committee, Honorary Life Membership may be granted by resolution passed at a general meeting of the Association to any person who has rendered special services to the Association provided that notice of intention to move such resolution shall have been given with the notice of the meeting. Any such resolution shall be deemed to have been defeated unless three-quarters of the Delegates present shall vote in favour of it. An Honorary Life Member shall be entitled to attend any Association Meeting and to speak thereat but shall not be entitled to vote except when attending as a Delegate or proxy for a Delegate.

6. Register of Members:

- a) The Management Committee shall cause a Register to be kept in which shall be entered the names of all Member Clubs, Life Members and current Delegates admitted to the Association together with addresses, telephone numbers, facsimile numbers & email addresses and in the case of Member Clubs the number of male members of all categories.
- b) Every Member Club shall maintain a current list of male members of all categories that have playing rights on their golf course, and shall annually advise the Association's Secretary the number of same as hereinbefore prescribed.
- c) Particulars shall also be entered of resignations, terminations, deaths and reinstatements and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- d) The Register shall be open for inspection at all reasonable times by any Delegate of a Member Club or Officer of Golf Queensland who previously applies to the Secretary for such inspection.

7. Representation and Voting:

- a) The Member Clubs shall each have the right to be represented by two duly authorised Delegates. Their appointment shall be certified by their Club Secretary/**Senior Club Official** giving their names and addresses **and is to be lodged with the Secretary prior to the commencement of any meeting.** A Delegate appointed by a Member Club **may** be a male or female **that has playing rights at that members club.**
- b) No person shall be eligible to represent more than one Member Club,
- c) In the event of an appointed delegate being unable to attend a meeting, the Member Club may name a substitute to act on their behalf and notify the Association accordingly. Such substituted delegates shall exercise all the powers of the appointed delegate at the meeting.

- d) A delegate appointed under Rule 7(a) shall remain as a delegate until the Member Club advises the Association that the delegate no longer represents that Club.
- e) At every General Meeting or Special General Meeting of the Association, those entitled to vote will include the President, Secretary/Treasurer, **Director of Golf, Junior Director of Golf, three elected zone representatives** and the two duly authorized delegates representing each Member Club.
- f) In the event of any of the **three** elected zone representatives being an authorized delegate of a Member Club, they will be entitled to only one vote.

8. Membership Fees:

- a) Each Member Club shall pay to the Association before the 31st day of March in the next year an annual capitation fee per member which shall be calculated as the total of the capitation fee per member payable to Golf Queensland plus a capitation fee per member for the Association as shall be determined from time to time in General Meeting.
- b) For the purposes of Rule 8(a) members mean male members of all categories except:
 - i) any person under the age of fourteen (14) years who does not hold a Golf Australia Handicap; and
 - ii) any member without playing rights on the Club's Golf Course.
- c) Of the capitation fees paid by Member Clubs to the Association a proportion thereof shall be paid to Golf Queensland as is mutually agreed upon by Golf Queensland and Association.
- d) Each Member Club in each year shall forward to the Association with its capitation fees a certificate signed by the Secretary of the Club setting out the number of male members of all categories as at the closing date of the club's financial year.
- e) Failure of any Member Club to pay the fees as hereinbefore provided shall preclude that Member Club from representation or voting at any meeting of the Association whilst such default continues; always provided that if in the opinion of the Management Committee undue delay has occurred in payment of such fees further penalty may be imposed at the absolute discretion of the Management Committee.

9. Other Golfing Bodies:

- a) Social golf clubs may be given annual registration with the Association as the case may be at the discretion of the Management Committee of the Association upon such conditions, including the payment of a registration fee, as the Management Committee determines from time to time. Such social golf clubs are not entitled to representation or a vote at any meeting of the association. For the purpose of this sub-clause, "social golf club" is defined as a golf club that does not have accredited access to a golf course

for regular competitions. The Management Committee has sole power to determine whether or not any golf club falls within this definition.

- b) Privately owned golf courses or golfing facilities which do not have a members' golf club may be given annual registration by the Association for the purposes of course rating and the distribution of relevant golfing material on such occasions, including the payment of a registration fee, as the Association may determine from time to time but the owners of such golf courses or golfing facilities are not entitled to representation or a vote at any meeting of the Association.

10. Termination of Membership:

- a) A Member Club may, subject to payment of all dues to date, resign from the Association at any time by giving one (1) month's notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on the later date.
- b) If a Member Club:
 - i) fails to comply with any of the provisions of these Rules; or
 - ii) has membership fees in arrears for a period of twelve (12) months or more;

Or a Delegate:

- iii) is convicted of an indictable offence; or
- iv) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association,

then the Management Committee shall within three (3) months call a Special General Meeting to consider whether a Club's membership or Delegate's status, as the case may be, shall be terminated.

At such Special General Meetings the Member Club or the Delegate concerned, as the case may be, shall be given a full and fair opportunity of presenting their case and if the meeting by a three quarters or more majority resolves to terminate the membership or representative status then the Management Committee shall instruct the Association Secretary to advise the Member Club or Delegate, as the case may be, in writing accordingly.

- c) A proposed Member Club whose application for membership has been rejected or a club or Delegate whose membership or Delegate status has been terminated under Rule 9(b) may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of its or their intention to appeal against the decision of the Association and shall pay the prescribed fee as set by the Management Committee from time to time.
- d) Upon receipt of a notification of intention to appeal against rejection or termination of Membership or Delegate status, the Management Committee shall convene a General Meeting to determine the appeal within three (3) months of the date of receipt by the Secretary of such notice. At

any such meeting the applicant shall be given the opportunity to fully present its or their case and the Management Committee or those members thereof who rejected the application or membership or terminated the membership subsequently shall likewise have the opportunity of presenting it's or their case. The appeal shall be determined by the vote of three quarters or more of the Delegates present at such meeting.

- e) Where a Member Club or proposed Member Club whose application is rejected, does not appeal against the decision of the Association within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid on application for membership.

11. General Meetings:

- a) The quorum for any general meeting is ten, **which can consist of delegates, zone representatives or elected office bearers** present personally or by proxy.
- b) No business can be transacted at any general meeting unless a quorum is present.
- c) If, within thirty minutes from the time appointed for the commencement of a general meeting, a quorum is not present, then:
 - i) In the case of a Special General Meeting, **should the requirement as stated in 11 (a) not be met, then** the meeting lapses;
 - ii) In any other case it is adjourned to the same day in the next week at the same time and place, or to such other day, place and time as the Management Committee determines, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting lapses.
- d) Except as provided herein for Special General Meetings, **at least fourteen days written notice must be given of every general meeting** and such notice must set out the business to be considered thereat.
- e) The chairman of a general meeting may, with the consent of the meeting (and must if so directed), 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- f) The President presides at every general meeting, or if there is no President or if he is not present within fifteen minutes after the time appointed for holding the meeting or he is unwilling to act, **then the quorum present elects** one of their numbers to be chairman of the meeting.
- g) Except as otherwise provided in the Rules, every resolution is decided by a majority of votes and in the case of an equality of votes, the chairman shall have a casting vote.

- h) Subject to the provisions of **Rule 14(i)** herein, voting is by a show of hands or a division of **those entitled to vote**, unless not less than **one-fifth of those entitled to vote** present demand a secret ballot in which event the chairman must appoint two persons to conduct the ballot in such manner as he determines and the results of the ballot as declared by the chairman is deemed to be the resolution.
- i) A Member may appoint a proxy to represent a delegate who is unable to attend a general meeting and such proxy has the same powers as the delegate. Written notice of the appointment of a proxy must be **signed by the Secretary/Senior Club Official of that Club, showing the name & address of the proxy** and is to be lodged with the Secretary **prior to the commencement of any meeting** or adjourned meeting to be attended by the proxy.
- j) **The following descriptions in relation to a proxy vote is relative to the proxy voting arena:**
- i) **A proxy need not be a member of the member club which is entitled in their own right to vote at a general meeting of the association.**
 - ii) **The instrument appointing a proxy (signed proxy form) can be posted, faxed or electronic mailed (emailed) to any place specified in the notice of the meeting, prior to the commencement of any such meeting.**
 - iii) **No instrument appointing a proxy is valid after the expiration of 12 months after the date of its execution.**
 - iv) **The proxy form may be drawn up to vote either for or against the election of office bearers or for or against each or any of the resolutions to be proposed.**
 - v) **No proxy can act for more than one delegate.**
 - vi) **For those member clubs where their delegate/s cannot attend a meeting of the association or where a proxy vote cannot be appointed, the instrument that will be accepted at all meetings of the association shall be via a postal vote from the member club (received by mail, fax, email or by safe hand) prior to any meetings of the association but must be signed by two officials of that member club and the postal vote must be drawn up to show the member club is for or against the election of officer bearers or for or against each or any of the resolutions that were proposed.**
 - vii) **Postal votes so requested by the member clubs and to be used at any such meeting of the association must in the first instance, be requested from the secretary of the association. The secretary must maintain a register and number any such instrument before forwarding to a member club.**
 - viii) **On receipt of any such postal vote (instrument) from a member club, the secretary is to hand the sealed postal vote to the nominated returning officer/s (elected by the**

management committee) who is/are to check the validity of any such postal vote to the register where the postal vote was first issued.

- ix) **The postal vote/s is/are to be included in the final count along with all other forms of voting to obtain a final outcome to the elections of office bearers or each or any of the resolutions that were proposed.**
- k) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by the Delegate of any financial Member Club who previously applies or the Secretary for that inspection.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy.

Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting.

However, the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

12. Annual General Meeting:

- a) The Annual General Meeting of delegates is to be held in the Association District on or before the 31st March each year and at such place and time as the Management Committee determines.
- b) The business to be transacted at each Annual General Meeting is:
 - i) The consideration and adoption of the annual report;
 - ii) The consideration and adoption of the audited balance sheet and statement of accounts.
 - iii) The election of office bearers and declaration of committee men.
 - iv) The appointment of an auditor.
 - v) Elect a delegate and proxy to Golf Queensland.
 - vi) **Such other business as specified in the notice convening the meeting.**
 - vii) **For any other business to be properly brought before the meeting, a written notice thereof, must be given to the Secretary at least fourteen (14) days prior to the date of the meeting. This will be considered as general business and as such, can only be discussed and not voted upon at this meeting. However if the business is considered of such**

importance, a general meeting may be convened to handle the matter.

13. Special General Meeting:

- a) The Management Committee may call a Special General Meeting of Delegates, **Zone Representatives and Office Bearers** upon **at least fourteen (14) days** notice, written or otherwise, at such place and time as may be deemed expedient to consider matters that may reasonably be considered urgent.
- b) A special General Meeting must be called, upon receipt of a request signed by not less than **ten delegates, zone representatives or office bearers**, specifying the subject to be discussed at such meeting and the Secretary must, **within seven days of the receipt of the request**, give **at least fourteen (14) days** written notice of the date fixed for such meeting to all members, delegates & the management committee.
- c) No business shall be transacted at a Special General Meeting except that set out in the notice convening the meeting.

14. Office Bearers and Management Committee:

- a) **The following office bearers are elected at alternate Annual General Meetings of the Association as fully explained in clause 14 (h) and hold office until the cessation of business at the appropriate Annual General Meeting as covered by this clause:**
 - i) President;
 - ii) Secretary/Treasurer
 - iii) **Director of Golf**
 - iv) **Junior Director of Golf**
- b) Upon the election of a delegate to one of the four office bearer positions, they cease to be a delegate of a member club, **however the only criteria required for nomination as an office bearers position is that the nominee is a financial member with playing rights of a member club.**
- c) The President does have a primary vote, and a casting vote, at any general meeting of the Association, and has a primary vote and a casting vote at meetings of the Management Committee.
- d) **The President, Secretary/Treasurer, Director of Golf, and Junior Director of Golf, are members of the Management Committee and the President is a member of all sub-committees.**
- e) Except as otherwise provided in these Rules, the business and general affairs of the Association are under the management of a Management Committee which comprises of:
 - i) The office bearers;
 - ii) Three committee men; and
 - iii) Immediate Past President.

- f) **The position of Immediate Past President shall be as an ex officio and valid for the one year only immediately following his retirement as President with no voting rights.**
- g) Nominations for the positions of President, Secretary/Treasurer, Director of Golf and Junior Director of Golf shall be made in writing signed by **two members who are financial members with playing rights of a member club**, with the nominee's consent endorsed thereon, or attached thereto, and shall be delivered to the Secretary **at least fourteen (14) days prior to the date of the Annual General Meeting. Member clubs are to be advised at least 7 days prior to the date of the AGM of all nominations received for the relevant positions.**
- h) **The President, Secretary/Treasurer, Director of Golf and Junior Director of Golf shall be elected for two years subject to the following conditions. (A) At the first Annual General Meeting occurring after these rules come into force all four positions will be declared vacant, and nominations sought for election. (B) At all subsequent Annual General Meetings held in even numbered years, the positions of President and Junior Director of Golf shall be declared vacant, and nominations sought for election. (C) At all subsequent Annual General Meetings in odd numbered years, the positions of Secretary/Treasurer and Director of Golf shall be declared vacant, and nominations sought for election.**
- i) The election of office bearers shall be determined by secret ballot. They shall be voted for separately and the nominee receiving the highest number of all the votes cast shall be elected, **and they shall continue in office (subject to the conditions of Clause 14(h)) until the date of the next applicable Annual General Meeting for that office bearer.**
- j) **The Zone Representatives (one representative from each of the 3 zones) shall be elected annually at each of the 3 Zones Annual General Meetings. These meetings are to be held prior to the Association A.G.M. and the representatives shall be appointed to the Management Committee of the Association for a period of 1 year only.**
- k) Should any casual vacancy occur on the Management Committee, the remaining members thereof will appoint a replacement representative, however a zone representative must be replaced by a member of a **member club** within the zone in which the vacancy occurs.
- l) Any member of the Management Committee may resign from membership thereof any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- m) Any Member of the Management Committee may be removed from office at a general meeting of the Association where such Member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the Delegates present at such general meeting.
- n) The continuing members of the Management Committee may act notwithstanding any vacancies in their body but if the numbers remaining

fall below a quorum as herein provided, the Management Committee must not act except for the purposes of filling vacancies.

- o) If at any time the majority of the members of the Management Committee signify in writing their desire to resign simultaneously from office, a Special General Meeting of Members must be called to fill such vacancies and the provision of the rules relating to elections must apply to such meeting.

15. Functions of the Management Committee:

- a) Except as otherwise provided by these Rules and subject to resolution of the Members of the Association carried at any general meeting the Management Committee:
 - i) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - ii) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- b) The Management Committee may exercise all the powers of the Association:
 - i) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - ii) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - iii) to invest in such manner as the member of the Management Committee may from time to time determine.
- c) To formalize and arrange clubs within the three existing zones based on geographic location.
- d) To engage, control and dismiss the Association's employees.
- e) To appoint sub-committees to act for the purposes which it may consider desirable and to delegate to any such sub-committees such powers as it thinks fit and to revoke or alter any such appointments or delegations.
- f) To appoint a person or persons to act as a Delegate or Delegates to represent the association for any purpose with such power as may be thought fit.

- g) **Staff members including the office manager & ex officio will be listed as “In Attendance” at all meetings but will not form part of the quorum.**
- h) **Staff members including the office manager & those holding ex officio positions shall not be entitled to vote but may be co-opted to assist with the management committee or any sub-committee.**
- i) To interpret the meaning of these Rules and to act on any matter relating to the Association on which these rules are silent.

16. Meetings of the Management Committee:

- a) The Management Committee shall meet at least once every four months to exercise its functions, or on such greater number of occasions as the Management Committee may from time to time determine.
- b) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- c) The quorum for a Management Committee meeting shall be a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of members.
- d) Subject as previously provided in this rule, the Management committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of an equality of votes, the Chairman shall have a second or casting vote.
- e) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested directly or indirectly, or any matter arising therefrom, and if he does so vote his vote shall not be counted.
- f) Not less than fourteen (14) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of business to be discussed thereat.
- g) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting then the members may choose on one of their number to be Chairman of the meeting.
- h) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. 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 and at such other time and place as the Management Committee may determine, and if

at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

- i) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any delegations that may be imposed on it by the Management Committee; always provided that every sub-committee shall have included therein a member of the Management Committee.
- j) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- k) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- l) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- m) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

17. Common Seal:

- a) The Management Committee shall provide for a common seal and for its safe custody.
- b) The common seal may only be used under the authority of a resolution of the Management Committee and every instrument to which the seal is affixed must be signed by a member of the Management Committee and countersigned by the Secretary or by a second member of the Management Committee.
- c) A register must be maintained of all transactions requiring the use of the common seal of the Association.

18. Funds and Accounts:

- a) The funds of the Association must be banked in the name of the Association at its bank as soon as practicable after receipt.
- b) Proper financial records of the Associations affairs must be kept and maintained detailing such information as is usually shown in such records.
- c) All amounts of one hundred dollars or over (or such other amount as the Management Committee determines from time to time) must be paid out of the funds by cheque, signed by any two persons authorised to do so, by the Management Committee.
- d) Cheques, must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment. **Payments may also be made by electronic transfers using recognized banking systems as well as the use of credit cards in carrying out the associations business.**
- e) The Management Committee determines the amount of petty cash which is kept on the imprest system.
- f) All expenditure must be approved or ratified at a Management Committee meeting. **The annual expenditure of the association must be ratified prior to the annual general meeting of the association by the management committee.**
- g) As soon as practicable after the end of each financial year, the Secretary on behalf of the Management Committee, must prepare a statement showing particulars of:
 - i) Income and expenditure for the year;
 - ii) Assets and liabilities and all mortgages, charges and securities affecting the property of the Association as at the end of the year.
- h) The financial affairs and above statements must be examined by the Association's auditor who submits his report to the Management Committee for production with the above statements at the Annual General Meeting.
- i) The income and property of the Association must be used and applied solely in:
 - i) The promotion of its objects and in the exercise of its powers as set out herein;
 - ii) The payment in good faith of interest to any Member in respect of moneys advanced by it to the Association or otherwise owing by the Association to it;
 - iii) The remuneration to any officers or employees of the Association or to any Member or person in return for services rendered to the Association.
 - iv) The payment or repayment to any Member or person of out of pocket expenses, money lent or reasonable and proper charges for goods hired by the Association.
 - v) The reasonable and proper rent for premises demised or let to the Association.

vi). A property register is to be maintained of all equipment and other items belonging to the association for insurance purposes.

But no portion thereof can be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association or the Management Committee.

19. Documents:

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

20. Financial Year:

The financial year of the Association shall close on the thirtieth day of November in each year.

21. Winding Up:

- a) The Association may be wound up or dissolved upon the vote of a three-fourths majority of the delegates present at a general meeting convened to consider the questions.
- b) If the Association is wound up and there remains, after satisfaction all its debts and liabilities, any property whatsoever, the same can not be paid to or distributed among the Members of the Association but must be given or transferred to some other institution or institutions having objects similar to the objects of the Association 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 Association under these Rules and such institution or institutions must be determined by the delegates of the Association in general meeting at or prior to the time of dissolution.

22. Alteration to Rules:

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting by not less than a three quarters majority provided that no such amendment, recession or addition is valid until the same shall have been submitted to and approved by the Chief Executive of the Department administering the Act.

23. Notices:

- a) Any notice required to be served on a Member Club, Honorary Life Member, Delegate or Member of the Management Committee is deemed to have been duly given or made if delivered in writing, sent by post, **or to the registered electronic address registered with the association (i.e. as provided by the member club in the annual information returns)**. It is the responsibility of the Member Club, Honorary Life Member, Delegate or Member of the Management Committee to notify the Secretary in writing of any change of address **or electronic address as and when the change occurs.**

- b) Any notice sent by **electronic transmission** or post is deemed to have been served on the first (1st) day after the date of **sending**.
- c) If a notice is served by hand or is received by **electronic transmission** on a day which is not a business day or after 5pm on any business day, such notice is deemed to be served on the recipient at 9am on the following business day.

24. By-Laws:

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

25. Golf Queensland Matters:

- a) The person/s to represent the Association on Golf Queensland (the number being determined by Golf Queensland) together with one (1) proxy are elected at the Annual General Meeting from the Delegates of Member Clubs.
- b) The person/s elected to represent the Association on Golf Queensland retain office until the next Annual General Meeting of the Association unless their appointment is sooner rescinded at a General or Special General Meeting of the Association.
- c) If a representative is unable to attend a meeting of Golf Queensland he informs the Secretary who instructs a proxy to attend the meeting. A proxy must be a person elected under Rule 25(a).
- d) Casual vacancy in respect of Delegate/s to Golf Queensland shall be filled by the Association in general meeting. Any Delegate so chosen shall retain office only as long as the vacating Delegate would have retained the position had no vacancy occurred. Such appointment shall be in accord with the provisions of Clause "25(a) and (c)" hereof.

26. Indemnity:

- a) Every member of the Management Committee and every other officer or employee of the Association is indemnified by the Association, and it is the duty of the Management Committee, out of the funds of the Association, to pay all costs, losses and expenses which any such officer or employee, acting with the authority of the Management Committee, may incur or be liable to by reason of any contract entered into or act or deed done by him or her in the discharge of his or her duties and the amount for which such indemnity is given immediately attaches as a lien on the property of the Association, and have priority as between Members over all other claims.
- b) No member of the Management Committee or other officer of the Association is liable for:
 - i) The acts, receipts, neglects or defaults of any other member of the Management Committee or officer; or
 - ii) The joining in any receipt or other act for conformity; or

- iii) Any loss of expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by order of the Management Committee for or on account of the Association; or
- iv) The insufficiency or deficiency of any securities in or upon which any of the moneys of the Association are invested; or
- v) Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited; or
- vi) Any other loss, damage or misfortune whatever that shall happen in the execution of the deeds of his office or in relation thereof;

Unless, the same happens through his own willful act, neglect or default.