



NSW ASSOCIATIONS INCORPORATION ACT 2009

CONSTITUTION OF

**NEWCASTLE HUNTER DISTRICT LADIES GOLF
ASSOCIATION INCORPORATED**

Effective from 28th October 2020

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PART 1: PRELIMINARY

1. Name

The name of the Incorporated Association is Newcastle Hunter District Ladies Golf Association Incorporated (otherwise known as the NHDLGA).

2. Objects

The Objects of the Association are:

- a) To conduct, encourage, promote, advance and administer women's golf throughout the NHDLGA area;
- b) To represent and provide administrative and golf support to GNSWL for Golf Clubs in the District;
- c) To be a Member of GNSWL;
- d) To conduct District golf tournaments and competitions;
- e) To select representative teams to represent the District in tournaments and competitions;
- f) To adopt and implement such policies as may be developed by GNSWL from time to time;
- g) To adopt, enforce and interpret the Rules of Golf;
- h) To represent and advance the operations and activities of Members throughout the District;
- i) To have regard to the public interest in its operations; and
- j) To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. Financial Year

The financial year of the Association shall be from 1 July to 30 June each calendar year.

4. Status and Compliance of Association

4.1 The Association is currently recognised as a not-for-profit association responsible for administering women's golf in the District in accordance with the rules, objects and purposes of GNSWL and

- a) will at all times recognise GNSWL as the peak body for golf in New South Wales;
- b) seek to continue to be recognised as a Country District of GNSWL; and

- c) continue to administer women's golf in the District in accordance with the objects of the Association and the rules, objects, purposes, policies and instrument of delegation of GNSWL.

4.2 Members acknowledge and agree the Association:

- a) will be or remain incorporated in New South Wales and such other places as are required under the Law; and
- b) to the extent permitted or required by the Act and GNSWL, ensure any amendments to, or substitution of, these Rules are generally in conformity with GNSWL's rules as these may change from time to time.

4.3 The Association and the Members acknowledge and agree that they are bound by these Rules and the rules of GNSWL and that these Rules and the rules of GNSWL operate to create uniformity in the way in which the objects of the Association and golf are to be conducted, promoted, encouraged and administered throughout Australia.

4.4 The Members acknowledge and agree the Members will:

- a) nominate a Club Delegate of the Member Club, who shall be an Office Bearer of that Member Club. to attend General Meetings, and inform the Association of the details of that person accordingly; and
- b) recognise GNSWL as the authority for golf in New South Wales and the District.

5. Definitions

In this Constitution unless the contrary intention appears:

- a) **Absolute majority** of the Committee means a majority of the Office Bearers entitled to vote at the time (as distinct from a majority of Office Bearer present at a committee meeting);
- b) **Act** means the Associations Incorporation Act 2009 (NSW) (the Act), and includes any Regulations made under that Act;
- c) **Annual General Meeting** means an Annual General Meeting of the Association held in accordance with Rule 30;
- d) **Association** means The Newcastle Hunter District Ladies Golf Association Incorporated;
- e) **By-laws** means the By-Laws of the Association made in accordance with Rule 43;
- f) **Committee** means the elected Committee having management of the business of the Association;

- g) **Committee meeting** means a meeting of the Committee held in accordance with these Rules;
- h) **Delegate** means a person who is appointed by a Member Club in accordance with Rule 18 to exercise the Member Club's rights in accordance with this Constitution;
- i) **Disciplinary proceedings** mean a meeting of the Committee convened for the purposes of Rule 24;
- j) **District** means the geographical area for which the Association is responsible as recognised and determined by GNSWL from time to time;
- k) **General Meeting** means the Annual General Meeting or any Special General Meeting of the Association;
- l) **GNSWL** means Golf NSW (ACN 001 642 628);
- m) **Golf Club** means a Golf Club or other golf related organisation which is a Member Club or is otherwise affiliated with the Association;
- n) **Individual Member** means a financial member of a Golf Club affiliated with the Association;
- o) **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or surface marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the District;
- p) **Life Member** means a person awarded Life Membership of the Association in accordance with Rule 20;
- q) **Member** means a current Member as defined under Rule 12;
- r) **Member entitled to vote** means a Member who under Rule 17 is entitled to vote at a General Meeting of the Association;
- s) **Objects** means the Objects of the Association as set out in Rule 2;
- t) **Office Bearer** means a Member of the Committee elected or appointed under these Rules;
- u) **Public Officer** means the person appointed to be the Public Officer of the Association in accordance with the Act;
- v) **Regulation** means the *Associations Incorporation Regulation 2010 (NSW)* or any later Regulation modifying or replacing that Regulation, however named;
- w) **Rule** means the numbered clauses of this constitution;

- x) **Secretary** means:
 - (i) The person holding office under this Constitution as Secretary of the Association; or
 - (ii) If no such person holds that office, the Public Officer;
- y) **Special General Meeting** means a Special General Meeting of the Association held in accordance with Rule 31;
- z) **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting to vote in favour of the resolution;

6. Interpretation

6.1 In this Constitution:

- a) A reference to a function includes a reference to a power, authority and duty;
- b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- c) Words importing the singular include the plural and vice versa;
- d) Words importing any gender include the other genders;
- e) References to persons include corporations and bodies politic;
- f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) A reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

- 6.2 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible so as to be valid and enforceable and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

7. The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model Rules under the Act are expressly displaced by this Constitution.

PART 2: POWERS OF THE ASSOCIATION

8. Powers of the Association

8.1 Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of *the Corporations Act 2001 (Cth)*.

8.2 Without limiting Rule 8.1, the Association may:

- a) Acquire, hold and dispose of real or personal property;
- b) Open and operate accounts with financial institutions;
- c) Invest its money in any security in which trust monies may lawfully be invested;
- d) Raise and borrow money on any terms and in any manner as it thinks fit;
- e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- f) Appoint agents to transact business on its behalf;
- g) Enter into any other contract it considers necessary or desirable.
- h) Do all such things and acts as are incidental, conducive to, or inference of all objects of the Association.

8.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its Objects.

9. Not For Profit Association

9.1 The Association is a not-for-profit organisation and must not distribute any dividend, surplus, income or assets directly or indirectly to its Members.

9.2 Rule 9.1 does not prevent the Association from paying a Member or Office Bearer the following:

- a) reimbursement for expenses properly incurred by the Member or Office Bearer; or

b) for goods or services provided by the Member or Office Bearer,

if this is done in good faith on terms no more favourable than if the Member Club or Office Bearer was not a Member.

PART 3: MEMBERSHIP OF THE ASSOCIATION

10. Minimum Number of Member Clubs

The Association must have at least 5 Member Clubs.

11. Eligibility for Membership

11.1 A Golf Club, located in the District, which is a Member of GNSWL and which supports the Objects of the Association and applies for and is approved for membership as provided in these Rules is eligible to be a Member Club of the Association on payment of any fee associated with joining and annual subscription payable under these Rules;

11.2 All Golf Clubs which were, prior to the approval of this Constitution under the Act, Member Clubs of the Association, shall be deemed Member Clubs of the Association from the time of approval of this Constitution under the Act;

12. Categories of Membership

12.1 Members will consist of:

- a) Member Clubs, which subject to these Rules, will be represented by a Delegate, who will have the right to be present, debate and vote on behalf of the Member Club at General Meetings;
- b) Associated Clubs, who subject to these Rules, will have no voting rights or rights to attend General Meetings.
- c) Life Members, who subject to these Rules, will have the right to be present, debate and vote at General Meetings;
- d) Such new category of Membership, created in accordance with Rule 12.2 below.

12.2 The Committee has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Membership.

13. Application for Membership

13.1 To apply for membership of the Association, an applicant for membership must submit a written application to the Secretary using the form in *Appendix 1* stating that the applicant:

- a) Is a Member of GNSWL; and
- b) Wishes to hold membership of the Association; and
- c) Supports the Objects of the Association; and
- d) Agrees to comply with these Rules.
- e) Is geographically situated in the District, unless specifically exempt by GNSWL.

13.2 The application:

- a) Must be signed for and on behalf of the applicant by two office bearers of the Golf Club in normal circumstances and
- b) Must comply with any requirements prescribed by the Committee from time to time.

14. Consideration of Application

14.1 As soon as practicable after an application for Membership is received, the Committee must decide by resolution whether to accept or reject the application.

14.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

14.3 If the Committee rejects the application, it must return any money that may have accompanied the application, to the applicant.

14.4 No reason need be given for the rejection of an application.

15. New Membership

15.1 If an application for Membership is approved by the Committee:

- a) The resolution to accept the Membership must be recorded in the Minutes of the Committee meeting; and
- b) The Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.

15.2 An applicant becomes a Member of the Association and, subject to Rule 17.2, is entitled to exercise its rights of Membership from the date, whichever is the later, on which:

- a) The Committee approves the applicant's Membership; or
- b) The applicant pays any fees associated with joining.

16. Annual Subscription and Fee on Joining

16.1 The Committee of the Association must determine:

- a) the amount of the annual subscription (if any) for the following Financial Year of the Association; and,
- b) the date for payment of the annual subscription.

16.2 The Committee may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

- a) the full annual subscription; or
- b) a pro rata annual subscription based on the remaining part of the financial year; or
- c) a fixed amount determined from time to time by the Association.

16.3 The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

17. General Rights of Members

17.1 A Member of the Association who is entitled to vote has the right:

- a) To receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
- b) To submit items of business for consideration at a General Meeting; and
- c) To attend and be heard at General Meetings; and
- d) To vote at a General Meeting; and
- e) To have access to the Minutes of General Meetings and other documents of the Association as provided under Rule 69; and
- f) To inspect the Register of Members.

- 17.2 A Member is entitled to vote if the Member's membership rights are not suspended for any reason.
- 17.3 The rights of a Member are not transferable and end when Membership ceases.

18. Representation of Members

Each Member who is not a natural person, will be entitled to nominate a natural person to exercise the Member's rights under this Constitution and in any other circumstances permitted by the Act. This person shall be known as the Delegate.

19. Effect of Membership

- 19.1 Members acknowledge and agree that:
- a) This Constitution forms a contract between each of them and the Association and that they are bound by this Constitution, the By-Laws of the Association and the Constitution and By-Laws of GNSWL;
 - b) They shall comply with and observe this Constitution, the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority from the Committee; and
 - c) By submitting to this Constitution they are subject to the jurisdiction of the Association and GNSWL.
- 19.2 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding-up of the Association is limited to the amount, if any, unpaid by the Member Club in respect of Membership of the Association as required by Rule 13.

20. Life Members

- 20.1 The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the game of golf in the District be appointed as a Life Member.
- 20.2 A resolution of the Annual General Meeting to confer Life Membership (subject to Rule 20.3) on the recommendation of the Committee must be a Special Resolution.
- 20.3 A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

20.4 Life Members of the Association shall have the right to attend, debate and vote at General Meetings of the Association, and shall not be liable for any payment of fees or other contribution to the Association by virtue of such Life Membership.

21. Discontinuance of Membership

21.1 A Member's membership of the Association ceases on resignation, expulsion or liquidation.

21.2 If a member ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the Member ceased to be a Member in the Register of Membership.

21.3 A Member may resign by notice in writing given to the Association.

21.4 A Member is taken to have resigned if:

a) The Member's annual subscription is in arrears for more than the period prescribed by the Committee from time to time; or

b) Where no annual subscription is payable:

(iii) The Secretary has made a written request to the Member to confirm that it wishes to remain a Member; and

(iv) The Member has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a Member.

21.5 A Member which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property, and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of the Member shall be returned to the Committee immediately.

21.6 Membership which has been discontinued for any reason may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

22. Register of Membership

22.1 The Secretary, or Public Officer, if separately appointed, must keep and maintain a Register of Membership that includes

a) For each current Member:

(i) The Member's name;

(ii) The address for notice last given by the Member;

- (iii) The date of becoming a Member;
 - (iv) Any other information determined by the Committee; and
 - b) For each former Member the date of ceasing to be a Member.
- 22.2 Having regard to the Act, confidentiality considerations and privacy laws, a copy of any part of the Register, excluding the address or other direct contact details of any Life Member, shall be available to Members, upon reasonable request and on payment of a fee of no more than \$1.00 for each page copied.
- 22.3 Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

PART 4: DISCIPLINARY AND GRIEVANCE PROCEDURES

23. Grounds for Taking Disciplinary Action

- 23.1 The Association may take disciplinary action against a Member if it is determined by the Committee that the Member:
 - a) Has failed to comply with these Rules; or
 - b) Refuses to support the Objects of the Association; or
 - c) Has engaged in conduct prejudicial to the Association or the game of golf.

24. Disciplinary Proceedings

- 24.1 Any charge under Rule 23 will be investigated by the Committee. In any case where it is found necessary to take disciplinary proceedings against a Member, the Committee will have the power to reprimand, suspend for such period as it considers fit, accept the resignation of or expel such Member and erase its name from the Register. The Committee may not fine the Member.
- 24.2 No Member will be reprimanded, suspended or expelled or otherwise dealt with under this Rule unless such Member has been given written notice of the charge and of the time and place when the charge is to be heard by the Committee. Such notice will be given to the Member at least 14 clear days before the meeting of the Committee at which the charge is to be heard.
- 24.3 A person nominated by the Member will be entitled to attend the meeting of the Committee at which the charge is to be heard.
- 24.4 The Member may be represented by a solicitor or barrister who will be entitled to attend with the person nominated by the Member at the meeting at which the charge is to be heard.

- 24.5 Any Member of the Committee who is biased for, or against, the Member Club must declare a conflict of interest before the charge is heard and must not participate in the hearing of the charge.
- 24.6 Voting by the Office Bearer present at the meeting of the Committee at which the charge is heard will be by secret ballot and no motion of the Committee to reprimand, suspend or expel a Member will be deemed to be passed unless at least two-thirds of the Office Bearer present vote in favour of such motion.
- 24.7 If no representative of the Member attends the meeting of the Committee at which the charge is to be heard without reasonable excuse, the charge will be heard and dealt with and the Committee will decide on the evidence before it, the absence of a representative of the Member notwithstanding. Any decision of the Committee will be final and the Committee will not be required to assign any reason for its decision.
- 24.8 The Committee may order the refund of any annual Membership fee or any part thereof paid by a Member in respect of the current financial year in which the Member is suspended or expelled.

25. Enforcement of the Association's Rules and Codes of Conduct

- 25.1 It is a condition of Membership that, unless the Association agrees otherwise in writing, a Member must enforce the Association's Rules and Codes of Conduct and all other Rules and Codes of Conduct which it is responsible for administering, including, without limitation, by bringing disciplinary proceedings against any Registered player or any person appointed to any position within or by the Member Club who breaches any such Rule or Code of Conduct.
- 25.2 For the avoidance of doubt, the Committee's powers under Rule 24 extend to any breach by a Member of the Association of Rule 25.1.

26. Appeal Rights

- 26.1 A Member whose membership rights have been suspended or who has been expelled from the Association under Rules 24 or 25 may give notice to the effect that it wishes to appeal against any reprimand, suspension or expulsion.
- 26.2 The notice must be in writing and given to the Secretary not later than 7 days after the vote.
- 26.3 Any appeal will be heard by the Board of GNSWL in accordance with the Disciplinary Proceedings prescribed in the Constitution of GNSWL.

27. Grievance Procedure and Mediation Process

- 27.1 The grievance procedure set out in this Rule applies to disputes under this Constitution between:
- a) A Member Club and any other membership category;
 - b) A Member and the Committee;
 - c) A Member and the Association
- 27.2 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.
- 27.3 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.
- 27.4 If the dispute cannot be resolved within 14 days, GNSWL will act as Mediator between the parties involved.

PART 5: GENERAL MEETINGS OF THE ASSOCIATION

28. General Meetings

- 28.1 There shall be a minimum of four (4) General Meetings each year, with one to be the Annual General Meeting of the Association, with all to be on a date and time and at a venue to be determined by the Committee.
- 28.2 Individual Members of affiliated Member Clubs shall have the right to be present but shall have no debating or voting rights.

29. Notice of General Meetings

- 29.1 Notice of every General Meeting shall be given to every Member at the address appearing in the Register kept by the Association.
- 29.2 A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- 29.3 At least twenty-one (21) days' clear notice of a General Meeting shall be given to those Members entitled to receive notice, together with any notice of motion received from Member, or the Committee.
- 29.4 The Agenda shall be available at least seven (7) days prior to a General Meeting.

30. Annual General Meetings

30.1 The business to be transacted at the Annual General Meeting includes the consideration of accounts, the reports of the Committee and auditors, the election of Office Bearers (see Rule 45.3) under these Rules, General Business and the appointment of the auditors and honorary solicitors, if any.

31. Special General Meetings

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

31.2 The Committee must, on the requisition in writing of at least one quarter of the total number of Members, convene a Special General Meeting of the Association.

31.3 A requisition of Members for a Special General Meeting:

- a) must state the purpose or purposes of the meeting;
- b) must be signed by the Member making the requisition;
- c) must be lodged with the Secretary; and
- d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

31.4 If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

31.5 A Special General Meeting convened under Rule 31.2 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred on provision of written evidence.

31.6 No business at the Special General Meeting other than that stated on the notice shall be transacted at that meeting.

32. Notice

32.1 The Secretary must, at least twenty-one (21) days before the date fixed for the holding of a General Meeting, notify each Member in the Register of Membership, the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Office Bearer and the Association's auditor (if any) shall also be entitled to twenty-one (21) days' notice of any General Meeting.

- 32.2 A notice may be given by the Association to any Member either personally or by sending the notice by pre-paid post to the address of the Member recorded for that Member in the Register or by sending the notice to the facsimile number or electronic address nominated by the Member.
- 32.3 If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must cause notice to be sent to each Member in the manner provided in Rule 16.1 specifying, in addition to the matters required under Rule 16.1, the intention to propose the resolution as a Special Resolution.
- 32.4 A Member desiring to bring any business before an Annual General Meeting must give at least twenty one (21) days notice in writing of that business to the Secretary. The Secretary must include that business in the notice calling the next Annual General Meeting.

33. Quorum

- 33.1 No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 33.2 Half the Membership plus one (1) at the time of the meeting who are entitled to vote, present in person or as allowed under Rule 40, constitute a quorum for the transaction of the business of a General Meeting.
- 33.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
- a) if convened on the requisition of Member, is to be dissolved; and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 33.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least five (5)) is to constitute a quorum.

34. Chair

- 34.1 The President or, in the President's absence, a Vice President, or Member of the Committee is to preside as Chair at each General Meeting of the Association.
- 34.2 If the provisions of 34.1 fail to provide a Chair, the Members present must elect one of their number to preside as Chair at the meeting.

35. Adjournment

- 35.1 The Chair of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2 If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 35.3 Except as provided in Rule 35.1 and 35.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making of Decisions

- 36.1 A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- 36.2 At a General Meeting of the Association, a poll may be demanded by the Chair or by at least five (5) Members present in person.
- 36.3 If a poll is demanded at a General Meeting, the poll must be taken:
- a) immediately in the case of a poll which relates to the election of the Chair of the meeting or to the question of an adjournment; or
 - b) in any other case, in such manner and at such time before the close of the meeting as the Chair directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

37. Special Resolution

Unless otherwise stated in the Act, a resolution of the Association is a Special Resolution:

- a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these Rules so to do, vote in person at an Annual General Meeting or Special General Meeting of which at least twenty-one (21) days' clear notice specifying

the intention to propose the resolution as a Special Resolution was given in accordance with these Rules; or

- b) where, under the Act, it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Rule 37(a), if the resolution is passed in a manner specified by the Director-General.

38. Voting

- 38.1 Subject to these Rules, on any question arising at a General Meeting of the Association, a Member has one vote.
- 38.2 In the case of an equality of votes on a question at a General Meeting, the Chair of the meeting is entitled to exercise a casting vote.
- 38.3 A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.

39. Proxies

- 39.1 Voting by proxy is not permitted at General Meetings.

40. Use of Technology at General Meetings

- 40.1 At the discretion of the Committee, a Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Member present at the meeting to clearly and simultaneously communicate with each other.
- 40.2 For the purposes of this Part 5, a Member participating in a General Meeting as permitted under Rule 40.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

41. Minutes of General Meetings

- 41.1 The Committee must ensure that Minutes are taken and kept of each General Meeting.
- 41.2 The Minutes must record the business considered at the meeting, any resolutions on which a vote is taken and the result of the vote.
- 41.3 In addition, the Minutes of each Annual General Meeting must include
 - a) The names of the Members attending the meeting: and
 - b) The financial statements submitted to the Member in accordance with Rule 69: and

- c) The certificate signed by two Office Bearers certifying that the financial statements give a true and fair view of the financial position and performance of the Association: and
- d) Any audited accounts and Auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 6: THE COMMITTEE

42. Role and Powers

- 42.1 The business of the Association must be managed by or under the direction of a Committee.
- 42.2 The Committee must consist of a minimum of 3 Office Bearers otherwise a new election must be held.
- 42.3 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the Association.
- 42.4 The Committee may;
 - a) Appoint and remove staff;
 - b) Establish subcommittees with charters and terms of reference it considers appropriate.
 - c) Co-opt suitably qualified persons to serve on any sub committee.

43. Power to make By-Laws

- 43.1 The Committee may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Association and the advancement of its Objects.
- 43.2 Such By-Laws must be consistent with this Constitution, the Constitution of GNSWL, any By-Laws made by GNSWL and any policy directives of the Committee.
- 43.3 A By-Law will not be effective until a copy of the By-Law, certified under the hand of the Secretary, has been sent to all Members.
- 43.4 Subject to Rule 43.3, all By-Laws are binding on the Association and all Members.

- 43.5 All By-Laws of the Association in force at the date of the approval of this Constitution (as long as such By-Laws are not inconsistent with or have been replaced by this Constitution) shall be deemed to be By-Laws and shall continue to apply.
- 43.6 A By-Law may be rescinded by the Committee or by a resolution passed by a simple majority at a General meeting.

44. Delegation

- 44.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
- a) This power of delegation; or
 - b) A duty imposed on the Committee by the Act or any other law.
- 44.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 44.3 The Committee may, in writing, revoke a delegation wholly or in part.

45. Powers etc. of the Committee

- 45.1 The business and affairs of the Association shall be under the management of a Committee, which shall meet as often as is deemed necessary, but not less than five (5) times a year.
- 45.2 The Committee shall consist of the Office Bearers of the Association elected at the Annual General Meeting of the Association.
- 45.3 The Office Bearers of the Association shall be:
- a) President;
 - b) Vice President;
 - c) Secretary;
 - d) Assistant Secretary;
 - e) Captain
 - f) Vice Captain
 - g) Treasurer;
 - h) Junior Promotions Officer;

- i) Communications Officer;
- j) Committee Member.

45.4 At the Annual General Meeting, all Office Bearer Positions will be declared vacant.

45.5 The President, Secretary and Captain may only hold their position for three (3) consecutive years. If no other nominations are received for those positions, then they are entitled to nominate. This restriction does not apply to other Office Bearers.

45.6 Any person may hold more than one office but shall not be entitled to more than one vote as a result of so doing.

46. Responsibilities of Office Bearers

46.1 As soon as practicable after being elected or appointed to the Committee, each Office Bearer must become familiar with these Rules and the Act.

46.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that Office Bearers comply with these Rules.

46.3 Office Bearers must exercise their powers and discharge their duties with reasonable care and diligence.

46.4 Office Bearers must exercise their powers and discharge their duties;

- a) In good faith in the best interests of the Association; and
- b) For a proper purpose.

46.5 Office Bearers and former Office Bearers must not make improper use

- a) Of their position; or
- b) Of information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

46.6 Within 14 days after vacating office, a former Office Bearer of the Association must ensure that all documents (including electronic files) in her possession that belong to the Association are delivered to the Public Officer for delivery to her successor.

46.7 In addition to any duties imposed by these Rules, an Office Bearer must perform any other duties imposed from time to time by resolution at a General Meeting.

47. Roles of the Office Bearers

- 47.1 The President shall preside at all General Meetings and Committee Meetings. The President shall be responsible for promotion of sponsorship in conjunction with the Vice President. The President shall be ex-officio, a member of all Sub Committees.
- 47.2 In the absence of the President from any General or Committee Meeting, the Vice President shall preside. In the absence of the President and the Vice President, the meeting shall elect one of its own members as Chair. The Vice President, in conjunction with the President shall be responsible for sponsorship.
- 47.3 The Secretary and/or Assistant Secretary shall conduct all necessary correspondence, shall have the custody of all documents relating to the affairs of the Association and the Committee, shall be responsible for all promotional material, shall keep full and correct minutes of all proceedings and records of all competitions, tournaments, etcetera, and shall forward the Annual Report as presented at the Association Annual Meeting to the Executive Director of GNSWL. The Secretary shall also be the Public Officer of the Association.
- 47.4 The Captain and/or the Vice Captain shall be an experienced golfer and shall be responsible for the smooth running of all District golfing tournaments including, but not limited to, preparation of Conditions of Play, rosters and the posting of results, and be responsible for all pennant competitions including but not limited to Conditions of Play and Draws. She will Chair the Match Committee.
- 47.5 The Treasurer shall keep the accounts of the Association and the Committee in proper books, shall promptly bank all monies in the proper account, which the Committee is hereby authorised to open, shall make up the Annual Statement of Accounts which after audit shall be presented for adoption at the Annual General Meeting. After adoption a copy of such Statement of Accounts together with a Statement of Investments and Assets shall be forwarded to GNSW and, on application, to the Secretary of each Member.
- 47.6 The Junior Promotions Officer shall promote and develop junior golf within the District.
- 47.7 The Communication Officer shall be responsible for the maintenance of the Association's website and media liaison.
- 47.8 The Committee Member shall assist the other Office Bearers when and where necessary.

48. Positions to be Declared Vacant

- 48.1 This Rule applies to an Annual General Meeting of the Association, after the Annual Report and financial statements of the Association have been received and the business of the Meeting has been concluded.
- 48.2 The Returning Officer shall be appointed by the Committee at its last Committee Meeting prior to the Annual General Meeting.
- 48.3 The Returning Officer must not be a person nominated for any position.
- 48.4 The Returning Officer must declare all positions on the Committee vacant and hold elections for those positions at the Annual General meeting in accordance with Rules 45 to 53.

49. Nominations and Eligibility

- 49.1 At least 21 days prior to the Annual General Meeting, the Committee must call for nominations to fill all Officer Bearer positions.
- 49.2 Nominations must be in writing and proposed and seconded by two Member Clubs and countersigned by the Nominee and delivered by hand, by post or by electronic mail to the Returning Officer at least 7 days prior to the Annual General Meeting. (on the prescribed Nomination Form - *Appendix 2*)
- 49.3 A person who is an Individual Member of a Member Club of the Association is eligible to be elected or appointed as an Office Bearer if the person is 18 years or over and the Member Club is entitled to vote at a General Meeting.
- 49.4 An eligible Member of the Association may;
 - a) Nominate one of its Individual Members; or
 - b) With the nominee's consent, nominate an Individual Member of another Member Club.
- 49.5 A person, subject to Rule 49.4, may be nominated from the floor for any vacant position.

50. Ballot

- 50.1 If a ballot is required for the election for a position, the Returning Officer will conduct the ballot.
- 50.2 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 50.3 The election must be by secret ballot.

- 50.4 The Returning Officer must give a blank piece of paper to each Member at the meeting.
- 50.5 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 50.6 If the ballot is for more than one position;
- a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - b) The voter must not write the names of more candidates than the number to be elected.
- 50.7 Ballot papers that do not comply with Rule 50.6(b) are invalid and not to be counted.
- 50.8 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 50.9 The Returning Officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 50.10 If the Returning Officer is unable to declare the result of an election under Rule 50.9 because 2 or more candidates received the same number of votes, the Returning Officer must:
- a) With the agreement of those candidates, decide by lot which of them is to be elected; or
 - b) Conduct a further election for the position in accordance with Rules 50.4 to 50.10 to decide which of those candidates is to be elected.

51. Term of Office

- 51.1 An Office Bearer may be re-elected, subject to Rule 45.5.
- 51.2 General Meeting of the Association may:
- a) By Special Resolution remove an Office Bearer from Committee and
 - b) Elect a person who is an individual member of a Member Club of the Association to fill the vacant position in accordance with this Section.

- 51.3 An Office Bearer who is the subject of a proposed Special Resolution under Rule 51.2(a) 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.
- 51.4 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 Office Bearer may require that they be read out at the meeting at which the Special Resolution is to be proposed.

52. Vacation of office

- 52.1 An Office Bearer may resign from the Committee by written notice addressed to the Committee.
- 52.2 A person ceases to be an Office Bearer if she;
- a) Ceases to be an Individual Member of Member Club of the Association; or
 - b) Fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under Rule 61; or
 - c) Otherwise ceases to be a Office Bearer by virtue of the Act.

53. Casual Vacancies

- 53.1 The Committee may appoint an eligible Individual Member of a Member Club of the Association to fill a position on the Committee that:
- a) Has become vacant under Rule 52; or
 - b) Was not filled by election at the last Annual General Meeting.
- 53.2 If the position of Secretary becomes vacant, the Committee must appoint an Individual Member of a Member Club of the Association to the position within 28 days after the vacancy arises.
- 53.3 The Committee may continue to act despite any vacancy in its membership subject to Rule 42.2.

54. Meetings of the Committee

- 54.1 The Committee shall meet at such times and such places, as the President of the Association may deem expedient.
- 54.2 At least seven (7) days notice of all such meetings shall be given by the Secretary or the Assistant Secretary to each member of the Committee unless otherwise arranged by the Committee.

- 54.3 Additional meetings of the Committee shall be called if and when requested by at least three (3) members thereof, by written notice to the Secretary specifying the business to be dealt with.
- 54.4 At each meeting of the Committee the Secretary shall submit a report showing the business transacted since the last meeting.
- 54.5 At a meeting of the Committee:
- a) The President, or in the President's absence, a Vice President shall preside; or
 - b) If the President and Vice President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

55. Notice of Committee Meetings

- 55.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 54.2 provided that as much notice as practicable is given to each Office Bearer by the quickest means practicable.
- 55.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 55.3 The only business that may be conducted at a special or an urgent meeting is the business for which the meeting is convened.

56. Use of Technology at Committee Meetings

- 56.1 An Office Bearer who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Office Bearer and the Office Bearers present at the meeting to clearly and simultaneously communicate with each other.
- 56.2 An Office Bearer participating in a Committee meeting as permitted under Rule 56.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

57. Quorum for Committee Meetings

- 57.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 57.2 The quorum for a Committee meeting is the presence, in person or as allowed under Rule 56, of a majority of the Office Bearers.
- 57.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:

- a) In the case of a Special Meeting, the meeting lapses;
- b) In any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 55.

58. Voting at Committee Meetings

- 58.1 On any question arising at a Committee meeting, each Office Bearer present at the meeting has one vote.
- 58.2 A motion is carried if a majority of Office Bearers, present at the meeting, vote in favour of the motion.
- 58.3 Rule 58.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 58.4 If votes are divided equally on a question, the Chair of the meeting is entitled to exercise a casting vote.
- 58.5 Voting by proxy is not permitted at Committee Meetings.

59. Conflict of Interest

- 59.1 An Office Bearer who has a material personal interest, either directly or through a related party, in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 59.2 The Office Bearer:
 - a) Must not be present while the matter is being considered at the meeting; and
 - b) Must not vote on the matter.
- 59.3 This Rule does not apply to a material personal interest:
 - a) That exists only because the Office Bearer belongs to a class of persons for whose benefit the Association is established; or
 - b) That the Office Bearer has in common with all, or a substantial proportion of, the Members of the Association.

60. Minutes of Committee Meetings

- 60.1 The Committee must ensure that Minutes are taken and kept of each Committee meeting.
- 60.2 The Minutes must record the following;
- a) The names of the Office Bearers in attendance at the meeting;
 - b) The business considered at the meeting;
 - c) Any resolution on which a vote is taken and the result of the vote;
 - d) Any material personal or related party interest disclosed under Rule 60.

61. Leave of Absence

- 61.1 The Committee may grant an Office Bearer leave of absence from Committee meetings for a period not exceeding 3 months.
- 61.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Office Bearer to seek the leave in advance.

PART 7: FINANCIAL MATTERS

62. Source of Funds

- 62.1 The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- 62.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

63. Management of Funds

- 63.1 The Association must open an account with a reputable and secure financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 63.2 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 63.3 The Committee authorises the Treasurer to initiate the payment of funds on behalf of the Association.

- 63.4 All Electronic Funds Transfers (EFT's) cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed/authorised by two (2) Office Bearers one (1) of which is the Treasurer.
- 63.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 63.6 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

64. Financial Records

- 64.1 The Association must keep financial records that:
- a) Correctly record and explain its transactions, financial position and performance; and
 - b) Enable financial statements to be prepared as required by the Act.
- 64.2 The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- 64.3 The Secretary must keep in their custody, or under their control:
- a) The financial records for the current financial year; and
 - b) Any other financial records as authorised by the Committee.

65. Financial Statements

- 65.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 65.2 Without limiting Rule 65.1, those requirements include:
- a) The preparation of the financial statements;
 - b) The review or auditing of the financial statements in accordance with the Act;
 - c) The certification of the financial statements by the Committee;
 - d) The submission of the financial statements to the annual general meeting of the Association;
 - e) The lodgement of the financial statements and accompanying reports, certificates, statements and fee in accordance with the Act.

PART 8—GENERAL MATTERS

66. Registered Address

66.1 The official address of the Association is:

- a) The address determined from time to time by resolution of the Committee; or
- b) If the Committee has not determined an address to be the registered address, the physical address of the Public Officer.

67. Insurance

The Association may affect and maintain such insurance as the Committee considers it desirable to maintain.

68. Notice Requirements

68.1 Any notice required to be given to a Member or an Office Bearer under these Rules may be given:

- a) By handing the notice to the Member personally; or
- b) By sending it by post to the Member at the address recorded for the member on the register of Members; or
- c) By email or facsimile transmission.

68.2 Rule 68.1 does not apply to notice given under Rule 55.1.

68.3 Any notice required to be given to the Association or the Committee may be given:

- a) By handing the notice to a Member of the Committee; or
- b) By sending the notice by post to the registered address; or
- c) By leaving the notice at the registered address; or
- d) If the Committee determines that it is appropriate in the circumstances:
 - i) By email to the email address of the Association or the Secretary; or
 - ii) By facsimile transmission to the facsimile number of the Association.

69. Custody and Inspection of Books and Records

- 69.1 Members may on request inspect free of charge:
- a) The Register of Members;
 - b) The Minutes of General Meetings;
 - c) Subject to Rule 69.2, the financial records, books, securities and any other relevant document of the Association, including Minutes of Committee meetings.
- 69.2 The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 69.3 The Committee must on request make copies of these Rules available to Members and applicants for Membership of the Association free of charge.
- 69.4 Subject to Rule 69.2, a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 69.5 For the purposes of this Rule:
- relevant documents*** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- a) Its Membership records;
 - b) Its financial statements;
 - c) Its financial records;
 - d) Records and documents relating to transactions, dealings, business or property of the Association.

70. Winding Up and Cancellation

- 70.1 The Association may be wound up voluntarily by Special Resolution passed at a General Meeting of its Members.
- 70.2 In the event of the winding up or the cancellation of the Incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.

- 70.3 Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- 70.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

71. Indemnity

- 71.1 Every Office Bearer, Sub Office Bearer, Co-opted Member, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by her in her capacity as Office Bearer, Sub Office Bearer, Co-opted Member employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the NSW Act, granted to her by the Court.
- 71.2 The Association shall indemnify its Office Bearers, Sub Office Bearers, Co-opted Members, employees or agents against all damages and costs (including legal costs) for which any such Office Bearer, Sub Office Bearer, Co-opted Member, employee or agent may be or become liable to any third party in consequence of any act or omission except willful misconduct:
- a) in the case of an Office Bearer, Sub Office Bearer or Co-opted Member performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - b) in the case of an employee, performed or made in the course of, and within the scope of her employment by the Association.

72. Alteration of Constitution

This Constitution may be altered, added to or rescinded only by Special Resolution of a General Meeting of the Association.

APPENDIX 1



Email :secretary@nhdлга.org.au

**APPLICATION FOR MEMBERSHIP OF
NEWCASTLE HUNTER DISTRICT LADIES GOLF ASSOCIATION
INCORPORATED
(Incorporated under the Associations Incorporation Act 2009)**

FULL NAME OF APPLICANT:.....("The Applicant")

ADDRESS OF APPLICANT:

.....

hereby applies to become a Member of the above-named Incorporated Association. In the event of admission as a Member, the Applicant hereby agrees to be bound by the Constitution of the Association in force from time to time.

FULL NAME OF AUTHORISED REPRESENTATIVE OF

APPLICANT:.....

SIGNATURE OF AUTHORISED REPRESENTATIVE:

.....

DATE:

COMMON SEAL OF APPLICANT (IF APPLICABLE)

APPENDIX 2

NHDLGA DISTRICT GOLF ASSOCIATION

OFFICE BEARER NOMINATION FORM

CANDIDATE'S DETAILS: (Please print clearly)

Full Name:
Address:.....Post Code.....
Telephone: (H) (W) (Mob)
Email:
Golf Club:

I wish to stand for election as an Office Bearer of Newcastle Hunter District Ladies Golf Association, as: **(Cross applicable box).**

- | | |
|--|--|
| <input type="checkbox"/> President | <input type="checkbox"/> Captain |
| <input type="checkbox"/> Vice President | <input type="checkbox"/> Vice Captain |
| <input type="checkbox"/> Secretary | <input type="checkbox"/> Junior Promotions Officer |
| <input type="checkbox"/> Assistant Secretary | <input type="checkbox"/> Communications officer |
| <input type="checkbox"/> Treasurer | <input type="checkbox"/> Committee Member |

Declaration and Consent:

I declare that:

- I am a registered player of the Golf Club nominated above; and
- If elected, I consent to act as an Office Bearer in accordance with the Constitution of Newcastle Hunter District Ladies Golf Association.

Candidate's Signature: **Date**

Proposer's Name:.....**Position on Committee:**.....
Signature:.....
Proposer's Club

Seconder's Name: **Position on Committee**.....
Signature:.....
Seconder's Club.....

Forward to: returningofficer@nhdlga.org.au
The Returning Officer,
NHDLGA