

TAMBO VALLEY GOLF CLUB INC

Incorporated under the
Associations Incorporation Reform Act 2012 (VIC)

CONSTITUTION **FEBRUARY 2024**

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1. Introductory Provisions

1.1 Definitions

1.1.1 In this constitution:

- i. **act** means the *Associations Incorporation Reform Act 2012 (VIC)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association
- ii. **association** means **Tambo Valley Golf Club**, the incorporated association to which this constitution applies
- iii. **committee** means committee of management of the Association.
- iv. **financial year** means year ending 30th June
- v. **bylaws** mean the bylaws of the association
- vi. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random
- vii. **casual vacancy**, on the committee, means a vacancy that occurs when a committee member resigns, dies, or otherwise stops holding office
- viii. **constitution** means rules as defined in the Act
- ix. **general meeting** means a meeting of the association's eligible voting members and includes all meetings (annual general meetings, general meetings, special general meetings and extraordinary general meetings) called at the direction of the committee under clause 8.3.1.1 and on the request of members under clause 8.3.1.222
- x. **majority** means more than half of all eligible voting members present and voting at a committee meeting or a general meeting
- xi. **member** means a person who has been duly accepted as such by the committee in accordance with this constitution and who has paid any fees and levies due to the association
- xii. **present** means:
 - a) at a committee meeting, see clause 8.6.2 or
 - b) at a general meeting, see clause 8.6.2
- xiii. **Registrar** means the Registrar of incorporated associations in Victoria
- xiv. **signed** means agreed in writing
- xv. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting
- xvi. **surplus assets** mean the assets and property after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges, and expenses of the winding-up
- xvii. **subscription fee** means a fee payable to the association for the receipt of membership rights and privileges
- xviii. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats

1.1.2 Words importing the singular include the plural where context requires or permits

1.2 Name

1.2.1 The name of the incorporated association is **Tambo Valley Golf Club**

1.3 Associations Incorporation Reform Act 2012

1.3.1 In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act

1.4 Interpretation

1.4.1 The committee has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act

2. Purposes and Powers

2.1 Purposes

2.1.1 The Purposes of the association are to:

- i. foster, encourage, promote, support, and manage the game of golf
- ii. abide by the rules regulating the conduct of golf
- iii. foster a safe, fair, and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors
- iv. ensure that all members receive equal treatment and access
- v. establish and maintain facilities and amenities for the benefit, social comfort and advancement of golf, the association, its members, and visitors
- vi. affiliate with Golf Australia, Golf Victoria and such other bodies as the association deems fit
- vii. adopt and abide by the provisions of the Golf Australia Member Protection Policy
- viii. ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the association
- ix. do such things as are incidental or conducive to the attainment of any or all of these purposes

2.2 Powers

2.2.1 Subject to the Act, the association has power to do all things incidental or conducive to achieve its purposes

2.2.2 Without limiting clause 2.2.1, the association may:

- i. indemnify any person or any loss or damage incurred as a result of having, on behalf of the association, become liable to pay any amount by way of damages or otherwise
- ii. acquire, hold, and dispose of real or personal property
- iii. open and operate accounts with financial institutions invest its money in any security in which trust monies may lawfully be invested
- iv. raise and borrow money on any terms and in any manner as it thinks fit
- v. secure the repayment of money raised or borrowed, or the payment of a debt or liability
- vi. appoint agents to transact business on its behalf
- vii. enter into any other contract it considers necessary or desirable

2.2.3 The association may only exercise its powers and use its income and assets (including any surplus) for its purposes

3. Membership

3.1 Classes of Membership

3.1.1 All members must support the purposes of the association

3.1.2 The membership of the association consists of the following classes:

(1) **LIFE MEMBERS**

(a) A Life Member is a member who has rendered conspicuous service to the club or has, through their personal achievements conferred significantly noteworthy benefit to, or upon the club.

(b) Nominations for Life Membership must be received in writing to the Secretary at least 60 days prior to a General Meeting and shall be accompanied by the signatures of a minimum of six (6) members

(c) On receipt of a nomination of Life Membership, the nomination will be presented to the Committee who will consider the Life Membership nomination

(d) The committee will then recommend to the General Body of Members, at an Annual General Meeting that the member be elected to the position of Life Member

- (e) Such nomination must receive a majority support vote of not less than two thirds of the members present at such meeting
- (2) **FULL MEMBER**
 - (a) Any person aged over 21 years and elected in accordance with the rules of the association
- (3) **STUDENT MEMBER (*aged between 18 and 23 years*)**
 - (a) At the discretion of the Committee, any person aged between 18 years and 23 years and elected in accordance with the rules of the association
- (4) **JUNIOR MEMBER**
 - (a) At the discretion of the committee, any person aged 17 years and under and elected in accordance with the rules of the association.

(5) **HONORARY MEMBER**

The following persons shall be eligible to be admitted as an Honorary Member of the association:

- i. A person competing in any golf competition/match on the association property, their travelling partners and members of other associations accompanying these competing members, the period of such honorary membership shall be the duration of the competition.
- ii. Persons attending any social function at the association premises, held with the sanction of the committee. The duration of the Honorary Membership shall be for the duration of the function
- iii. Any employee of the association for the duration of their employment
- iv 'Play and stay' green fees confer Honorary Membership to visitors

3.2 Limitations of Rights of Certain Member Classes

- 3.2.1 Only Members (*aged 18 years and over*) and Life Members shall be entitled to be elected as Officers of the association or members of the Committee
- 3.2.2 Only Life Members, Ordinary Members and Student Members aged 18 years and over are entitled to vote at any General Meeting. They are entitled to one vote only
- 3.2.3 A right, privilege, or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person
- 3.2.4 Notwithstanding the membership rights and privileges listed in clause 3.1.1 any person who is a current employee of the association shall not

be entitled to vote at any General Meeting and shall not be eligible to hold office as a Committee Member

- 3.2.5 Honorary and Social Members are not entitled to win any championship of the association or win any special competition of the association. The definition of 'special competition' means any competition in which the winner/s are entitled to have their name on any honour board of the association

3.3 Subscription Fees

- 3.3.1 The subscription fees for each class of membership, other than life membership, are:
- i. the amounts decided by the committee, provided that the recommended increase is not greater than the Victorian Annual C.P.I. for the quarter ended 31st March of that year.
 - ii in the event of the committee recommending an increase greater than such C.P.I. then such recommendation must be approved by the General Body of Members at a General Meeting of the club
 - iii payable when, and in the way the committee decides
- 3.3.2 A member will cease to be a member as a result of non-payment of subscription fees, until such monies are due and payable
- 3.3.3 A member who has any subscription fee in arrears for a period of two months may have their membership terminated or suspended
- 3.3.4 A member who has their membership terminated or suspended under clause 3.3.2 continues to be liable to pay any unpaid subscription fee at the discretion of the committee

3.4 Application for Membership

- 3.4.1 An application for membership must be:
- 3.4.1.1 in writing, and
 - 3.4.1.2 in the form decided by the committee accompanied by any other documents or evidence of qualification for membership, as determined by the committee from time-to-time

3.5 Admission and Rejection of New Members

- 3.5.1 On receipt of the application form the club secretary must notify the General Body of Members of such application not less than 7 days prior to the next committee meeting.

- 3.5.2 The committee must then consider applications for membership at the next committee meeting held after it receives said application for membership providing it is in accordance with the requirements of 3.5.1
- 3.5.3 The committee must decide at the meeting, in its absolute discretion, whether to accept or reject the application
- 3.5.4 If a majority of the committee members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for
- 3.5.5 If the committee decides to reject an application, the secretary of the association must, as soon as possible, give the applicant notice of the decision in a manner determined by the committee
- 3.5.6 The treasurer shall promptly forward to every admitted applicant an account for payment of subscription fees and will enter the name and address of the new member, and the date of becoming a member, in the register of members
- 3.5.7 An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause

3.6 Register of Members

- 3.6.1 The secretary must keep and maintain a Register of Members of the association
- 3.6.2 The register must include the following particulars for each current member:
 - 3.6.2.1 the full name of the member
 - 3.6.2.2 the postal or residential address of the member
 - 3.6.2.3 the email address of the member
 - 3.6.2.4 the date of admission as a member
 - 3.6.2.5 the date of birth of the member
 - 3.6.2.6 any other particulars determined by the committee subject to the Act, confidentiality considerations, and Privacy Laws
- 3.6.3 A member may at a reasonable time, and free of charge, inspect the Register of Members

3.7 Use of Information on Register of Members

- 3.7.1 Subject to the Act, confidentiality considerations and privacy laws, the Register of Members may be used solely to further the purposes of the association, as the committee considers appropriate

3.8 Rights of Members to use Premises

- 3.8.2 Subject to the provisions of these Rules and the By Laws for the time being in force made by the Committee, all Members of the Association

shall be entitled to use in common all the premises and property of the Association, to be supplied at such charges as the Committee shall from time-to-time determine with such meals, refreshments, liquor, and things as are provided by the Association for the use of Members

- 3.8.3 No more than the number of persons allowed by the Association's permit issued pursuant to the Liquor Control Reform Act 1998 provisions will be permitted on such premises at any one time

3.9 Resignation of a Member

- 3.9.2 A member may resign from the association by giving written notice of resignation to the secretary
- 3.9.3 The resignation takes effect at:
 - 3.9.3.1 the time the notice is received by the secretary, or
 - 3.9.3.2 if a later time is stated in the notice, the later time

4 Discipline, Suspensions, Expulsions, Appeals and Grievances

4.1 Disciplinary procedure

- 4.1.1 The Committee may take action to terminate or suspend a member's membership if it is determined that the member has:
 - 4.1.1.1 breached, failed, refused, or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the Committee or any duly authorised sub-committee
 - 4.1.1.2 refused to support the purposes of the association
 - 4.1.1.3 acted in a manner unbecoming of a member, or prejudicial to the character and interests of the association, and/or
 - 4.1.1.4 brought themselves, the association, any other member, or the sport into disrepute
 - 4.1.1.5 has subscription fees in arrears for at least two months under clause 3.3.2
- 4.1.2 If the Committee decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
 - 4.1.2.1 setting out the decision of the committee and the grounds on which it is based
 - 4.1.2.2 stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice
 - 4.1.2.3 stating the date, place, and time of that meeting

- 4.1.2.4 informing the member that the member may do either or both of the following:
 - a. attend and speak at that meeting
 - b. submit to the committee at or before the date of that meeting written representations relating to the decision
 - c. setting out the member's appeal rights under clause 4.2 and clause 4.3
- 4.1.3 Before the committee terminates or suspends a member's membership, the committee must:
 - 4.1.3.1 give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.1.2.4
 - 4.1.3.2 give due consideration to any written representations submitted to the committee by the member at or before the meeting
- 4.1.4 If, after considering all representations made by the member, the committee decides by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting (clause 4.1.2.2) give the member a written notice of the decision

4.2 Appeals Against Termination or Suspension of Membership

- 4.2.1 A person whose membership has been terminated or suspended may give the secretary written notice of their intention to appeal against the decision.
- 4.2.2 A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.

4.3 Appeal Panel to Decide Appeal

- 4.3.1 An Appeals Panel shall be constituted by up to three people, other than Committee members and whose selection is in line with advice given by Golf East Gippsland. The Appeals Panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal
- 4.3.2 At the meeting, the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended
- 4.3.3 Also, the committee must be given a full and fair opportunity to show why the membership should be terminated or suspended
- 4.3.4 An appeal must be decided by a majority vote of the members of the Appeals Panel
- 4.3.5 Where a decision of the committee to terminate or suspend a member's membership is set aside by the Appeals Panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee

4.4 Grievance Procedure

- 4.4.1 This grievance procedure applies to disputes between:
 - 4.4.1.1 a member and another member, or
 - 4.4.1.2 a member and the committee, or
 - 4.4.1.3 a member and the association
- 4.4.2 This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.1
- 4.4.3 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
- 4.4.4 The parties to a dispute may attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party
- 4.4.5 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties may within a further ten days:
 - 4.4.5.1 notify the committee of the dispute, and
 - 4.4.5.2 agree to or request the appointment of a mediator, and
 - 4.4.5.3 attempt in good faith to settle the dispute by mediation
- 4.4.6 The mediator may be:
 - 4.4.6.1 a person chosen by agreement between the parties, or
 - 4.4.6.2 in the absence of agreement:
 - a) if the dispute is between a member and another member, a person appointed by the committee, or
 - b) if the dispute is between a member and the committee or the association, a person appointed or employed by the Dispute Settlement Centre of Victoria
- 4.4.7 A mediator appointed by the committee may be a member or former member of the association but in any case, must not be a person who:
 - 4.4.7.1 has a personal interest in the dispute, or
 - 4.4.7.2 is biased against, or in favour of, any party
- 4.4.8 The mediator to the dispute, in conducting the mediation, must:
 - 4.4.8.1 give each party every opportunity to be heard, and
 - 4.4.8.2 allow due consideration by all parties of any written statement submitted by any party, and
 - 4.4.8.3 ensure that natural justice is accorded to the parties throughout the mediation process
- 4.4.9 The mediator must not determine the dispute

- 4.4.10 If the mediation process does not resolve the dispute, the committee may take whatever steps it considers appropriate in the best interests of the association and the members concerned
- 4.4.11 Neither party is entitled to be represented by a legal practitioner at mediation
- 4.4.12 The committee may prescribe additional grievance procedures, which are consistent with this constitution, in the associations by laws

5. The Committee, Sub-committees, and Delegation

5.1 Membership of Committee

- 5.1.1 The committee of the association comprises nine (9) members, each of whom must be at least 18 years of age
- 5.1.2 The committee comprises the following positions:
 - 5.1.2.1 President
 - 5.1.2.2 Vice President
 - 5.1.2.3 Treasurer
 - 5.1.2.4 Honorary Secretary/Public Officer
 - 5.1.2.5 Club Captain
 - 5.1.2.6 Women's Captain
 - 5.1.2.7 Three Ordinary Members of which at least one must be female
 - 5.1.2.8 In the instance where one person is elected to two positions within the committee framework then the meeting has the power to nominate and elect extra Ordinary Members to ensure that the optimum number of votes at Committee level remains at nine
- 5.1.3 A committee member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose, and with a degree of care and diligence that a reasonable person would exercise in the circumstances
- 5.1.4 The committee has the authority to appoint sub-committees
- 5.1.5 The ladies sub-committee is elected at the ladies Annual General Meeting
- 5.1.6 All sub-committees are responsible to and report to the Committee of Management

5.2 Terms of Office

- 5.2.1 The term of office for committee members is two years

- 5.2.2 Committee members shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the second Annual General Meeting following their election, but are eligible to be nominated for re-election
- 5.2.3 The Committee shall have the power to determine the sequence of retirements for committee members to ensure rotational terms, whereby approximately one half of the committee members retire in each year

1st Year <i>(odd number year)</i>	2nd Year <i>(even number year)</i>
President	Vice President
Secretary	Treasurer
Captain	
Ordinary Members (as applicable)	Ordinary Members (as applicable)

- 5.2.4 There are no maximum number of consecutive terms for which a committee member may hold office

5.3 Functions of the Committee of Management

- 5.3.1 The business of the association is to be managed by or under the direction of the committee
- 5.3.2 The committee must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution
- 5.3.3 Subject to this constitution, the committee has the general control and management of the administration of the affairs, property, and funds of the Association, and all sub committees
- 5.3.4 The committee may exercise all the powers of the association except any powers that the Act or this Constitution requires the association to exercise at a general meeting
- 5.3.5 The committee has power to enforce the observance of all clauses in this constitution and any by-laws made by the committee

5.4 Delegation

- 5.4.1 The committee may delegate any of its powers and authorities, duties, and functions to any person or to any sub-committee except the power to delegate, and a function that is a duty imposed on the committee by the Act or by any other law
- 5.4.2 Despite any delegation under this clause, the committee may continue to exercise all its functions, including any function that has been delegated, and always remains accountable for the exercise of those functions at all times

5.5 Appointment of Sub-committees

- 5.5.1 The Committee of Management may create and dissolve any sub-committee, considered appropriate by the Committee of Management to help with the operations of the association
- 5.5.1 Sub-committees shall have such powers and duties as the Committee of Management shall confer on them, or delegate to them
- 5.5.2 A sub-committee may meet and adjourn as it considers appropriate, or as directed by the Committee of Management
- 5.5.3 The Committee of Management may approve and empower any sub-committee of the association to open and operate an account in a financial institution. The Committee of Management from time-to-time may remove and replace those persons
- 5.5.4 Subject to the Committee of Management's absolute control and supervision, each sub-committee of the association may manage its own affairs but must make regular reports to the Committee of Management (or otherwise as the committee may require)
- 5.5.5 A sub-committee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Committee of Management may impose upon the sub-committee from time-to-time
- 5.5.6 The Committee of Management President (by virtue of their office) is an ex-officio member of any sub-committee

5.6 Acts Not Affected by Defects or Disqualifications

- 5.6.1 An act performed by the committee, a sub-committee or a person acting under the direction of the committee is taken to have been validly performed
- 5.6.2 Clause 5.6.1 applies even if the act was performed when:
 - 5.6.2.1 there was a defect, informality, or irregularity in the appointment of a committee member, sub-committee member or person acting under the direction of the committee, or
 - 5.6.2.2 there was an irregularity in the convening or conduct of any committee meeting, sub-committee meeting or general meeting that was not discovered until after the conclusion of that meeting, or
 - 5.6.2.3 a committee member, sub-committee member or person acting under the direction of the committee was disqualified from being a member

6 Election, Appointment, and Vacancies on the Committee

6.1 Electing the Committee at the Annual General Meeting

- 6.1.1 A committee member may only be elected as follows:
- 6.1.1.1 the Secretary calls for nominations for committee positions at least 14 days before the Annual General Meeting at which the election is to be held
 - 6.1.1.2 any member of the association, who is eligible to vote at general meetings, may nominate to serve as a committee member, or with that member's consent, be nominated by another member
 - 6.1.1.3 nominations must be:
 - a) in writing
 - b) signed by the candidate, the nominee and a seconder, and
 - c) given to the secretary at least 14 days before the Annual General Meeting
- 6.1.2 a list of the candidates' names in alphabetical order, with the names of any members who nominated each candidate, must be open for inspection by members of the association, at least seven days immediately preceding the Annual General Meeting
- 6.1.2.1 if required by the committee, balloting lists must be prepared containing the names of the candidates in order determined by lot
 - 6.1.2.2 each member present and entitled to vote at the Annual General Meeting may vote for one candidate for each vacant position on the committee. Any equality in voting is resolved as follows: If required, voting will be conducted by secret ballot and counting scrutinised by a minimum of two persons appointed by the sitting President
 - 6.1.2.3 if there are two candidates and both candidates receive an equal number of secret ballot vote, voting is determined by lot
 - 6.1.2.4 if there are three or more candidates, a secret ballot will be held with the candidate receiving the highest number of votes duly elected. This procedure will continue with the remaining candidates until all positions are filled
 - 6.1.2.5 if two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. If following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot

- 6.1.2.6 if there is only one candidate for a vacant committee position, the candidate is declared elected if approved by a majority of members present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting
- 6.1.2.7 if, at the start of the general meeting, there are no candidates nominated for any vacant committee position, nominations for that position may be taken from the floor
- 6.1.2.8 A person may be a candidate only if the person:
 - 6.1.2.8.1 is at least 18 years of age, and
 - 6.1.2.8.2 is eligible to be elected as a committee member under the Act

6.2 Resignation, Removal, or Vacation of Office of a Committee Member

- 6.2.1 A committee member may resign from the committee by giving written notice of resignation to the Secretary
- 6.2.2 The resignation takes effect at:
 - 6.2.2.1 the time the notice is received by the secretary or
 - 6.2.2.2 if a later time is stated in the notice, the later time
- 6.2.3 A committee member may be removed from office by a special resolution carried at a general meeting
- 6.2.4 Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office
- 6.2.5 The office of a committee member may be vacated, and a **casual vacancy** thereby created, if that person:
 - 6.2.5.1 dies; or
 - 6.2.5.2 becomes insolvent under administration, or
 - 6.2.5.3 becomes a represented person (within the meaning of the *Guardianship and Administration Act 1986*), or
 - 6.2.5.4 becomes disqualified from managing a corporation, or
 - 6.2.5.5 fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association, or
 - 6.2.5.6 becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
 - 6.2.5.7 is absent from three consecutive committee meetings without leave of the committee, or
 - 6.2.5.8 becomes an employee of the association, or
 - 6.2.5.9 is convicted of an indictable offence or is made bankrupt, or

- 6.2.5.10 does not agree to undergo a criminal history check or is disqualified as a result of such a check, or
 - 6.2.5.11 does not otherwise comply with the requirements of this constitution or the Act
- 6.2.6 A committee member has no right of appeal against their removal from office under this clause
 - 6.2.7 Any committee member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position
 - 6.2.8 Clause 6.2.7 does not apply in the case of any decision of the committee to terminate or suspend a member's membership, which is subsequently set aside by the appeals pane

6.3 Vacancies on Committee

- 6.3.1 If a casual vacancy occurs on the committee, the continuing members of the committee may co-opt another member of the association to fill the vacancy for the remainder of the unexpired term
- 6.3.2 If the number of committee members is less than the number fixed under clause 7.3 as a quorum of the committee, the continuing members of the committee may act only to:
 - 6.3.2.1 increase the number of committee members to the number required for a quorum, or
 - 6.3.2.2 call a special general meeting of the association

7 Meetings of the Committee of Management

7.1 Committee meetings

- 7.1.1 The committee may meet for the transaction of business, call, adjourn and otherwise regulate its meetings as it thinks fit, provided that the committee will meet at least once every three months
- 7.1.2 The committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen
- 7.1.3 committee member who participates in the meeting as mentioned in clause 7.1.2 is taken to be present at the meeting
- 7.1.4 A question arising at a committee meeting is to be decided by a majority vote of committee members present and voting at the meeting and, if the votes are equal, the question is decided to maintain the status quo
- 7.1.5 The president is to preside as chairperson at a committee meeting
- 7.1.6 If there is no president or if the president is not present within 30 minutes after the time fixed for a committee meeting, the members may choose one of their number to preside as chairperson at the meeting

7.2 Minutes of Committee Meetings

- 7.2.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each committee meeting is recorded, which may be in electronic format
- 7.2.2 The minutes must record the following:
 - 7.2.2.1 the names of the members in attendance at the meeting
 - 7.2.2.2 the business considered at the meeting
 - 7.2.2.3 any resolution on which a vote is taken and the result of the vote
 - 7.2.2.4 any material personal interest disclosed under clause 7.5.1
 - 7.2.2.5 minutes of committee meetings are available for inspection to any member of the association on request in writing to the Secretary

7.3 Quorum for, and Adjournment of, Committee Meeting

- 7.3.1 At a general committee meeting, more than 50% of the members elected to the committee as at the close of the last annual general meeting of members, form a quorum
- 7.3.2 If there is no quorum within 30 minutes after the time fixed for a committee meeting:
 - 7.3.2.1 the meeting is to be adjourned for at least one day; and the members of the committee who are present are to decide the day, time, and place of the adjourned meeting
 - 7.3.2.2 If, at an adjourned meeting there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses

7.4 Resolutions of Committee Without Meeting

- 7.4.1 The committee may pass a resolution without a meeting of the Committee being held if a majority of the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document
- 7.4.2 The resolution will be as valid and effectual as if it had been passed at a meeting of the committee duly called and held
- 7.4.3 Such a resolution may be validly transmitted and agreed in writing electronically
- 7.4.4 A resolution mentioned in clause 7.4.1 may consist of several documents in like form, each agreed in writing by one or more committee members

7.5 Conflict of Committee Members' Interests

- 7.5.1 If a committee member has a material personal interest in a matter that relates to the affairs of the association:

- 7.5.1.1 the committee member must declare the interest
- 7.5.1.2 the committee member must not vote on matters that relate to the interest and, if the member votes, the members vote must not be counted
- 7.5.1.3 the association cannot avoid the transaction merely because of the existence of the interest
- 7.4.1.4 the interest must be recorded in the minutes of the committee meeting at which the disclosure is made
- 7.5.2 Clause 7.5.1 does not apply to a material personal interest:
 - 7.5.2.1 that exists only because the member belongs to a class of persons for whose benefit the association is established, or
 - 7.5.2.2 that the member has in common with all, or a substantial proportion of, the members of the association

8. Meeting Of Members

8.1 Annual General Meetings

- 8.1.1 The Association's Annual General Meeting must be held:
 - 8.1.1.1 at least once each year, and
 - 8.1.1.2 within five months after the end date of the association's financial year; or
 - 8.1.1.3 within any later time that may be allowed or prescribed under Section 37(2)(b) of the Act

8.2 Business of Annual General Meetings

- 8.2.1 The following business must be conducted at each Annual General Meeting of the Association. To receive and consider:
 - 8.2.1.1 the Annual Report of the committee on the activities of the association during the preceding financial year
 - 8.2.1.2 the Financial Statements of the association for the preceding financial year submitted by the committee in accordance with Part 7 of the Act
 - 8.2.1.3 election of Committee Members
 - 8.2.1.4 appointment of an auditor or an accountant for the financial year
 - 8.2.1.5 any other business, as determined by the committee
 - 8.2.1.6 The transaction of any business of which at least seven days' written notice has been given to the Secretary

8.3 General Meetings (AGM's, Special General Meetings)

- 8.3.1 The secretary must call a General Meeting by giving each member of the association written notice of the meeting within 14 days after:
 - 8.3.1.1 being directed to call the meeting by the committee, or
 - 8.3.1.2 being given a written request signed by at least 12 members of the association who are entitled to vote at Annual general meetings when the request is signed
- 8.3.2 A request mentioned in clause 8.3.1 must state any proposed resolution to be considered at the general meeting
- 8.3.3 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy
- 8.3.4 A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.3.1
- 8.3.5 If the secretary is unable or unwilling to call the general meeting, the president must call the meeting
- 8.3.6 If the secretary or president does not within 28 days from the date of receipt of the request mentioned in clause 8.3.1 duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting
- 8.3.7 Any meeting called by the members must be called in the same manner as that in which meetings are called by the committee and must be held not later than three months from the date of receipt of the request mentioned in clause 8.3.1.2

8.4 Notice of General Meetings

- 8.4.1 The Secretary must give written notice of any General Meeting to each member of the association at least 14 days before the date of the General Meeting
- 8.4.2 Notice of a General Meeting must state the business to be conducted at the meeting and must specify the date, time, and place for the meeting, provided further that if the business to be conducted at a General Meeting includes consideration of a proposed special resolution, the notice must state in full the wording of the proposed special resolution

8.5 Quorum for, and Adjournment of, General Meetings

- 8.5.1 The quorum for an Annual General Meeting and for a General Meeting called at the direction of the committee under clause 8.3.1.1 is at least 12 of the association's members who are entitled to vote at general meetings
- 8.5.2 The quorum for al general meeting called on the request of members under clause 8.3.1.2 is at least 12 of the association's members who are entitled to vote at general meetings

- 8.5.3 No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business
- 8.5.4 If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
 - 8.5.4.1 if called upon the request of members under clause 8.3.1, lapses, or
 - 8.5.4.2 in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time, or place which the committee specifies
- 8.5.5 If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called
- 8.5.6 The chairperson must adjourn a general meeting if a majority of members present at the meeting agree or direct that the chairperson do so
- 8.5.7 No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- 8.5.8 A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date
- 8.5.9 When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 21 days or more

8.6 Procedure at General Meetings

- 8.6.1 An eligible voting member may take part and vote in a General Meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen
- 8.6.2 A member who participates in a meeting as mentioned in clause 8.6.1 is taken to be present at the meeting
- 8.6.3 At each General Meeting:
 - 8.6.3.1 the President is to preside as chairperson, and
 - 8.6.3.2 if there is no President or if the President is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another committee member to be chairperson of the meeting, and
 - 8.6.3.3 if there is no committee member present the members may choose one of their number to preside as chairperson at the meeting, and

- 8.6.3.4 the chairperson must conduct the meeting in a proper and orderly way
- 8.6.4 No business other than that stated on the notice of meeting may be conducted at a general meeting

8.7 Voting at General Meetings

- 8.7.1 At a general meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting
- 8.7.2 Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo
- 8.7.3 A member is not entitled to vote at a General Meeting if the member has any subscription fee, other fee, or levy in arrears at the date of the meeting
- 8.7.4 A challenge to a member's right to vote at a general meeting:
 - 8.7.4.1 may only be made at the meeting, and
 - 8.7.4.2 must be determined by the chairperson, whose decision is final
- 8.7.5 The method of voting is to be decided by the committee
- 8.7.6 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot
- 8.7.7 If a secret ballot is held, the chairperson must appoint at least two members to conduct the secret ballot in the way the chairperson decides
- 8.7.8 The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against

8.8 Minutes of General Meetings

- 8.8.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting are recorded, which may be in electronic format
- 8.8.2 In addition, the minutes of each annual general meeting must include:
 - 8.8.2.1 the names of the members attending the meeting
 - 8.8.2.2 the financial statements submitted to the members
 - 8.8.2.3 the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the association any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act

- 8.8.3 If asked by a member of the association, the secretary must, within 28 days after the request is made:
 - 8.8.3.1 make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place, and
 - 8.8.3.2 give the member a copy of the minutes of the meeting if requested
- 8.8.4 The association may require the member to pay the reasonable costs of providing copies of the minutes

9 Secretary

- 9.1.1 The association must have a secretary, who must be an individual:
 - 9.1.1.1 ordinarily residing in Australia, and
 - 9.1.1.2 at least 18 years of age, and
 - 9.1.1.3 not disqualified from managing a corporation
- 9.1.2 If a vacancy occurs in the office of secretary, the members of the committee must ensure a secretary is appointed or elected within 14 days after the vacancy occurs
- 9.1.3 The secretary's functions include, but are not limited to:
 - 9.1.3.1 any duty or function required under the Act to be performed by the secretary of an incorporated association
 - 9.1.3.2 maintaining the register of members of the association
 - 9.1.3.3 keep custody of the common seal (if any) of the association and, except for the financial records referred to in clause 26, all books, documents, and securities of the association
 - 9.1.3.4 subject to the Act and this constitution, provide members with access to the Register of Members, the minutes of general meetings and other books and documents
 - 9.1.3.5 perform any other duty or function imposed on the secretary by this constitution
- 9.1.4 The secretary must give to the Registrar notice of their appointment within 14 days after the appointment

10 Finance

10.1 Funds and Accounts

- 10.1.1 The funds of the association derive from subscription fees, other fees, levies, donations, fundraising activities, grants, interest, and any other sources that the committee determines from time-to-time

- 10.1.2 The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the committee
- 10.1.3 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association
- 10.1.4 Where possible, all amounts must be deposited in a financial institution account within five working days after receipt
- 10.1.5 Any cheque or electronic funds transfer must be signed or approved by:
 - 10.1.5.1 two committee members, or
 - 10.1.5.2 one committee member and any other person who has been authorised by the committee to sign cheques issued or approve electronic funds transfers by the association
- 10.1.6 Cheques, other than cheques for wages or allowances, must be crossed not negotiable
- 10.1.7 A cash float may be kept by the committee, and the committee must decide the amount of cash to be kept in any such float
- 10.1.8 All expenditure must be approved or ratified at a committee meeting

10.2 Financial Records

- 10.2.1 The association must keep financial records that:
 - 10.2.1.1 correctly record and explain its transactions, financial position and performance, and
 - 10.2.1.2 enable financial statements to be prepared as required by the Act
- 10.2.2 The association must retain the financial records for seven years after the transactions covered by the records are completed
- 10.2.3 The treasurer must keep in their custody, or under their control:
 - 10.2.3.1 the financial records for the current financial year, and
 - 10.2.3.2 any other financial records as authorised by the committee

10.3 Financial Statements

- 10.3.1 For each financial year, the committee must ensure that the requirements under the Act relating to the financial statements of the association are met
- 10.3.2 Without limiting clause 10.3.1, those requirements include:
 - 10.3.2.1 preparation of the financial statements
 - 10.3.2.2 if required, the review or auditing of the financial statements
 - 10.3.2.3 the certification of the financial statements by the committee

- 10.3.2.4 the submission of the financial statements to the Annual General Meeting of the association
- 10.3.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee

10.4 General Financial Matters

- 10.4.1 The income and property of the association must be applied solely towards the promotion of the purposes of the association, as set out in this constitution, and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, if nothing herein prevents the payment in good faith of:
 - 10.4.1.1 remuneration of any person in return for services rendered to the association, or
 - 10.4.1.2 repayment for out-of-pocket expenses incurred on behalf of the association, or
 - 10.4.1.3 payment for sale or hire of goods or payment of rent for premises let to the association, or
 - 10.4.1.4 interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
 - 10.4.1.4.1 the financial institution of the association, or
 - 10.4.1.4.2 if there is more than one financial institution of the association, the financial institution nominated by the committee
- 10.4.2 The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor

10.5 Financial Year

- 10.5.1 The association’s financial year will commence on 1st July and end on the 30th June each year

11 Documents and Legal

11.1 Documents

- 11.1.1 The committee must ensure the safe custody of books, documents, instruments of title and securities of the association
- 11.1.2 Subject to the Act, the committee may determine whether and to what extent, and at what times and places and under what conditions, the

financial records, accounts, books, securities, or other relevant documents of the association will be open for inspection by the members

11.2 Alteration of Constitution

11.2.1 Subject to the Act, this constitution may be amended, repealed, or added to, or a new constitution may be adopted, by a special resolution carried at an annual general meeting

11.2.2 However, an amendment, repeal, addition, or new constitution is valid only once it is registered by the Registrar

11.3 By-laws

11.3.1 The committee may make, amend, or repeal by-laws, consistent with this constitution, for the internal management of the association

11.3.2 A by-law may be set aside by a majority vote of members at an annual general meeting of the association

11.4 Registered Address

11.4.1 The registered address of the association is the address determined from time to time by the committee. Currently it is 203 Nunniong Rd, PO Box 67, Swifts Creek, 3896

11.4.2 Any change to the association's registered address must be notified to the Registrar in the approved form no later than 14 days after the change

11.5 Liability and Indemnity

11.5.1 A member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of a winding-up of the incorporated association, beyond the property of the incorporated association in the person's possession and the amount, if any, unpaid by the member in respect of membership of the association as required by clause 3.3

11.5.2 The association will indemnify each committee member, secretary, other officer, and employee against any liability incurred in good faith by the person while performing their duties as an officer of the association

11.6 Insurance

11.6.1 The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a committee member, secretary, other officer, or employee against liability that the person incurs as an officer of the association including a liability for legal costs

12 Winding Up

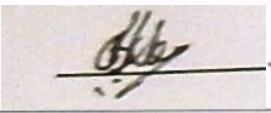
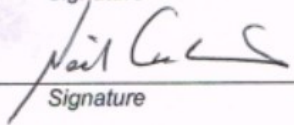
12.1 Surplus assets on winding up

12.1.1 The association may be wound up voluntarily by a special resolution carried at a general meeting

- 12.1.2 If upon winding up or cancellation of the association there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the association
- 12.1.3 Any surplus assets must be given up or transferred to one or more other institutions that have purposes similar to the purposes of the association, and, which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the association, under or by virtue of this constitution
- 12.1.4 The institution or institutions will be determined by a special resolution carried at a general meeting of the association at or before the time of deregistration, or in default thereof, by such Court as may have or acquire jurisdiction in the matter, and, if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable purpose within the boundaries of the old Omeo Shire.

13 Certification

We, the undersigned, being the President and Secretary respectively of Tambo Valley Golf Club Inc, hereby certify that these Rules are the Rules of the Club which were approved at a Special Meeting of Members held on 18/2/ 2024

President:	<u>CHRIS ROBBIE</u> <small>Print Name</small>	 <small>Signature</small>
Secretary:	<u>NEIL CRABTREE</u> <small>Print Name</small>	 <small>Signature</small>
Date Signed:	<u>February 18th 2024</u>	