

ASSOCIATIONS INCORPORATION ACT 1981

RULES

of

Women's Golf Gold Coast Inc

18th August 2011

Incorporated Association No. IA15846

**RULES
OF
WOMEN'S GOLF GOLD COAST INCORPORATED**

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RULES OF WOMEN'S GOLF GOLD COAST INCORPORATED

PART 1 NAME

- 1.1** The name of the association is Women's Golf Gold Coast Incorporated ("Association")

PART 2 INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears, these words shall have the following meanings"

"Act" means the ASSOCIATIONS INCORPORATION ACT 1981

"Affiliated Club" means a Golf Club or Resort Club affiliated with the Association for such time as that Club remains so affiliated under these Rules.

"Council" means the Council of the Association constituted in accordance with Rule 28.

"Club Councillor" means an individual nominated from time to time in writing by an Affiliated Club to attend and vote on behalf of the appointing Affiliated Club at General Meetings and Council Meetings.

"Council Meeting" means a meeting of the Council of the Association constituted in accordance with Rule 28.

"District" means a geographical area defined by the Management Committee of Golf Queensland Ltd from time to time relative to golf in Queensland.

"Member District" means a affiliated Qld District Golf Association recognised as a member of Golf Queensland Ltd in accordance the Rules of Golf Queensland Ltd.

"District Delegate" means a member of the Council of Golf Queensland Ltd who is elected by the Affiliated Clubs in accordance with the Rules of Golf Queensland Inc.

"Financial Year" means the year commencing 1st January to 31st December in each year.

"General Meeting" is a general reference to the Annual General Meeting or any Special General Meeting of the association.

"GA" means Golf Australia Ltd or such other substitute body as succeeds this body as the peak body in respect of women's golf in Australia.

"GQ" means Golf Queensland Ltd" or such other substitute body as succeeds this body as the peak body in respect of golf in Queensland.

"Independent members of the Management Committee" means those persons referred to in Rule 21.3 who are appointed in accordance with these Rules.

"Intellectual Property" means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs) or service marks of or relating to the Association or any event, competition or golf activity of or conducted, promoted or administered by the Association.

"Management Committee" means the committee elected in accordance with Part 22 of these Rules and the Act.

"Member" means a member for the time being of the Association under Part 5 of these Rules.

“Member of the Management Committee” means a person elected to the Management Committee in accordance with Rule 22.1 or appointed to the Management Committee in accordance with Rules 21.3.

“President” means the President for the time being of the Association or any person acting in that capacity.

“Regulations” means any regulations made by the Management Committee under Rule

“Rules” mean these Rules of the Association.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Special Resolution” means a resolution passed in accordance with the Act, or if no definition or procedure is specified in the Act, a resolution passed by a majority of three quarters of the members present and entitled to vote (in person or by proxy) where 21 days notice of the resolution has been given to those entitled to notice under these Rules.

2.2 Interpretation

In these Rules:

- (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 or the performance of a 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 an Australian state includes a reference to an Australian territory.
- (h) 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
- (i) 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.

2.3 Severance

If any provision of these Rules or any phrase contained in them 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 these Rules.

2.4 Queensland Act

Except where the contrary intention appears, in these Rules, an expression that deals with a matter under the Act has the same meaning as that provision under the Act.

PART 3 OBJECTS AND POWERS

3.1 Objects of the Association

The Association is the controlling body for the administration of women's golf in the District of Gold Coast as defined. The objects for which the Association is established and maintained are to:

- (a) Provide for the encouragement, conduct, promotion and administration of women's golf in the Gold Coast District in consultation with GQ.
- (b) Have regard to the particular issues arising in the district and communicate such issues to the District Delegate.
- (c) Promote, foster and encourage women's golf in the Gold Coast district.
- (d) Conduct a District Championship and any other such district competitions as it sees fit.
- (e) Assist GQ in the conduct of any State events within the district.
- (f) Assist GQ with the implementation of any development or participation programmes formulated by GQ.
- (g) Convene meetings within the district as may be required to disseminate information to affiliated clubs within the Gold Coast district.
- (h) Assist GQ in the administration of handicapping, course rating, general administration and match queries to affiliated clubs within the Gold Coast district (subject always to the officials of the Gold Coast district committee holding appropriate accreditation).
- (i) Refer relevant disciplinary matters and other disputes from affiliated clubs in the Gold Coast district to GQ.
- (j) Submit an annual report on the activities of the Gold Coast District Committee to be incorporated in the Annual Report of GQ.
- (k) Use and protect the intellectual property.
- (l) Promote the importance of golf standards, techniques, awards and education of bodies involved in golf.
- (m) Pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the objects of the Association in the Gold Coast district.
- (n) Ensure that environmental considerations are taken into account in all golf and related activities conducted by the association.
- (o) Promote the health and safety of members.
- (p) Have regard to the public interest in its operations.
- (q) Encourage members to realise their potential and athletic abilities.

- (r) Encourage and promote performance-enhancing drug free competition.
- (s) Seek and obtain improved facilities for the enjoyment of golf; and
- (t) Undertake or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

3.2 Association has all the Powers of an Individual

The Association has, in the exercise of its affairs, all the powers of an individual.

3.3. Further Powers

Solely for furthering the objects set out above, and (except to the extent of any inconsistency) in addition to the powers contained in Clause 3.2 hereof, the Association has the further power to:

- (a) Purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Member District and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Member District, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) Construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Association;
- (c) Borrow and raise money in such manner as the Association thinks fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) Take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the associations property sold, or any money due to the Member District from any purchasers or others;
- (f) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (g) Receive money on deposit with or without allowance of interest thereon;
- (h) Invest and deal with any moneys of the associations in such manner as may from time to time be determined by the Management Committee;
- (i) Do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (j) Take any gift of property whether subject to any special trust or not for any one or more of the objects of the association, provided the association shall only deal with any such trusts in such manner as is allowed by law;

- (k) Lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including guarantee or indemnify any person's or body corporate's performance.
- (l) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for purposes of procuring contributions to the funds of the association in the form of donations, annual subscriptions or otherwise;
- (m) Subscribe to, become a member of or co-operate with any other organisation, whether incorporated or not whose objects are similar, in whole or in part, to those of the association, so along as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under these Rules;
- (n) Print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the association may think desirable for the promotion of its objects;
- (o) Appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees or other persons in and for the carrying out of the objects of the association and pay them in return for services rendered to the association salaries, wages and gratuities as appropriate;
- (p) Buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for members or other persons frequenting the premises or facilities of or under the control of the association;
- (q) Subscribe to any charities and grant donations for any public purpose;
- (r) Produce, develop, create, licence and otherwise exploit, use and protect intellectual property.
- (s) Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the association and for that purpose, to utilise any of the assets of or held on behalf of the association;
- (t) Promote any other person or company for any purpose calculated to benefit the association;
- (u) Amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed under these Rules;
- (v) Purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or Associations whose activities or purposes are similar to those of the association, or with which the association is authorised to amalgamate, or generally for any purpose calculated to benefit the association;
- (w) Transfer all or any part of the property, assets, liabilities and undertaking of the association to any one or more of the incorporated Associations with which the association is authorised to amalgamate;

- (x) Enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- (y) Take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- (z) Do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the association.

PART 4 STATUS AND COMPLIANCE OF MEMBER DISTRICT

4.1 Recognition of Association

The Association is recognised by Golf Queensland Ltd as a Member District exercising delegated power in accordance with the Rules of GQ. Subject to compliance with its obligations under these Rules and due reference to the Rules of GQ the association shall continue to be the recognised Member District and shall administer women's golf in the Gold Coast district in accordance with these Rules.

4.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain an Incorporated Association in Queensland
- (b) to the extent permitted or required by the Act and after due reference to the Rules of GQ, ensure any amendments to, or substitution of these Rules are generally in conformity with GQ's Rules at least to the extent provided in Rule

4.3 Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree the Affiliated Clubs shall:

- (a) become or remain affiliated with GQ.
- (b) nominate a Club Councillor to attend Council Meetings and General Meetings of the Association and shall advise the Association of the details of that person accordingly;
- (c) recognise the Association as the delegated authority for women's golf in Gold Coast district, GQ as the state authority for golf and GA as the national authority for golf;
- (D) Generally have regard to the objects and purposes of the Association, and in particular the object to create a single uniform entity for the promotion, encouragement and administration of women's golf, in any matters of the Affiliated Club pertaining to women's golf.

PART 5 CLASSES OF MEMBERS

5.1 Classes of Members

The membership of the Association shall be unlimited in number and shall consist of:

- (a) **Affiliated Clubs.** All properly constituted golf clubs being proprietors of, or having under their control and direction, under lease or other agreement a golf course with not less than nine holes, which golf club has obtained the approval and consent of GQ. The number of Affiliated Clubs shall be unlimited. Affiliated Clubs shall be represented by a Club Councillor, who shall have the right to be present, debate and vote on behalf of the affiliated club at Council Meetings and General Meetings.

- (b) Such other Golf Clubs as shall from time to time be approved in general meeting of the Member District always provided that, if a golf club applying for membership is situated outside the boundaries as defined in Rule 2.1 membership shall only be granted in general meeting of the Member District after written approval is obtained from GQ.

PART 6 MEMBERSHIP FEES

6.1 Membership Fees

The annual affiliation and capitation fees payable by members to the Association, the time for and manner of payment shall be determined by the Management Committee.

PART 7 AFFILIATION AND MEMBERSHIP

7.1 Affiliated Clubs

To be eligible for membership, a club must be eligible for membership of GQ.

7.2 Application for Affiliation

An application for affiliation by a Golf Club ("applicant") must be:

- (a) in writing in the form set out in Annexure 1, or as otherwise prescribed from time to time, from the applicant or its nominated representative and lodged with the Association.
- (b) Accompanied by the appropriate fee, if any. A golf club shall also provide details of the nominated Club Councillor, if known.

7.3 Re-Affiliation

Affiliated Clubs must re-affiliate with the Association in accordance with these Rules and the Regulations of the Association from time to time.

7.4 Deemed Membership

All Golf Clubs which were members of the Association immediately prior to the approval of these Rules under the Act shall be deemed Affiliated Clubs and thus members of the Association from the time of approval of these Rules under the Act.

PART 8 REGISTER OF MEMBERS

8.1 Secretary to keep Register

- (a) The Secretary shall keep and maintain a Register in which shall be entered (as a minimum)
 - (i) the full name, address, class of membership and date of entry of the name of each Member, and
 - (ii) the full name, address, status and date of entry of the name of each Club Councillor and the members of the Management Committee. Affiliated Clubs shall be responsible for providing notice of any change in required details as soon as practicable.
- (b) Full name, address and status of the District Delegate as advised by GQ

8.2 Inspection of Register

The Register shall be available for inspection (but not copying) by members upon reasonable request, in accordance with the Act.

8.3 Use of Register

Subject to confidentiality considerations, the Register may be used by the Association to further the objects of the Association, as the Management Committee considers appropriate.

8.4 Right of GQ to copy Register

The Association shall provide a copy of the Register at a time and in a form acceptable to GQ on request, subject always to reasonable confidentiality considerations.

PART 9 DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

(a) Any member which or who has paid all moneys due and payable to the Association (if any) may resign from the Association by giving one month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the member shall cease to be a member.

(b) If an Affiliated Club ceases to be a member under these Rules, Association membership of all women members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time, but shall be dealt with at the discretion of the Management Committee in consultation with the Management Committee of GQ.

9.2 Expiration of Notice Period

Upon the expiration of notice given under Rule 9.1(a), an entry recording the date on which the member who or which gave notice ceased to be a member and any other member whose membership ceases at the time under 9.1(b) shall be recorded in the Register.

9.3 Failure to Re-Affiliate

If an Affiliated Club has not re-affiliated with the Association within one month of re-affiliation renewal falling due that Club's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this Rule 9 as soon as practicable.

9.4 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed under Rule 9.3:

- (a) must seek renewal or re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Management Committee in consultation with the Management Committee of GQ.

9.5 Forfeiture of Rights

A member who ceases to be a member for whatever reason shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association forthwith.

9.6 Club Councillor Position Lapses

The position of Club Councillor shall lapse immediately on cessation of membership of an Affiliated Club.

9.7 Membership may be Reinstated

Membership which has been discontinued under this Rule 9 may be reinstated at the discretion of the Management Committee in consultation with the Management Committee of GQ with such conditions as are deemed appropriate.

9.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member for the relevant year shall be forfeited upon discontinuance.

9.9 Unfinancial Member

Any member which or who has not paid all moneys due and payable by that Member to the Association shall (subject to the Management Committee's discretion) have all rights under these Rules suspended, including the right to vote at general meetings, until such time as moneys are fully paid. In the meantime, the member shall have no automatic right to resign from the Association, and shall be dealt with in the Management Committee's discretion, which includes the right to expel, discipline or retain that Member as a Member or impose such other conditions or requirements as the Management Committee considers appropriate.

PART 10 DISCIPLINE OF MEMBERS

10.1 Breach of Discipline by Member

A member shall not:

- (a) Breach, fail or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Management Committee;
- (b) Act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association or golf generally; or bring the Association or golf generally into disrepute.

10.2 Disciplinary Matters to be Referred

All disciplinary matters will be referred to GQ and dealt with by that body.

PART 11 GENERAL MEETINGS

11.1 Annual General Meeting

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and within six (6) months of the end of the previous financial year of the Association and on a date and at a venue to be determined by the Management Committee. If no Annual General Meeting is prescribed by the Act, the Association shall hold an Annual General Meeting in accordance with these Rules.
- (b) All General Meetings other than Annual General Meetings shall be Special General Meetings and shall be held in accordance with these Rules.
- (c) Affiliated Clubs shall be entitled to submit Notices of Motion to all General Meetings. An invitation to submit such notices shall be sent to all members entitled to receive notices at least 120 days prior to the date of a General Meeting.

PART 12 NOTICE OF GENERAL MEETINGS

12.1 Notice of General Meetings

- (a) Notice of a General Meeting need be given only to Members of the Association having the right to vote at a General Meeting.
- (b) Notice of any General Meeting shall be given to every Affiliated Club at the address appearing in the Register kept by the Association. The auditor and members of the Management Committee shall also be entitled to notice of every General meeting, at their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (c) A notice of General Meeting shall specify the place and day and hour of the meeting and shall state the business to be transacted at the meeting.
- (d) Subject to the Act, at least 21 days notice of a General Meeting shall be given to those members entitled to receive notice, together with:
 - (i) the agenda for the meeting any notices of motion received from Affiliated Clubs to the Affiliated Clubs only, forms of authority in blank proxy votes.

PART 13 BUSINESS

13.1 Business at General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Management Committee and Auditors, the election of members of the Management Committee under these Rules, and the appointment of and the fixing of remuneration of the auditors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in Rule 13.1(a) shall be special business.

13.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

PART 14 NOTICES OF MOTION

14.1 Notices of Motion to be Submitted

Affiliated Clubs shall be entitled to submit notices of motion. All notices of motion for inclusion as special business at a general meeting must be submitted in writing to the District Secretary not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the General Meeting.

14.2 Unsuccessful Notices of Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of 12 months.

PART 15 SPECIAL GENERAL MEETINGS

15.1 Special General Meetings may be held

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

15.2 Requisition of Special General Meeting

- (a) The District Secretary shall on the requisition in writing of 20% of Affiliated Clubs (rounded up to the next whole number) convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the purpose(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the District Secretary does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the members making the requisition, or any one of them, may convene a Special General meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Rule 15 shall be convened in the same manner, or as nearly as possible, as meetings are convened by the Management Committee.

PART 16 PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General meetings of the Association shall be equal to double the number of members currently on the Management Committee plus one other member.

16.2 President to Preside

The President shall, subject to these Rules, preside as Chairperson at every General Meeting of the Association except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present or is unwilling or unable to preside, the Club Councillors shall appoint one of their members to preside as Chairperson in her place for that meeting only.

16.3 Adjournment of Meeting

- (a) If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and such other time and place as the Chairperson may decide.
 - (i) If the meeting was convened upon the requisition of Members and a quorum is not present within half an hour of the adjourned meeting time, the meeting lapses.

- (ii) if the meeting convened by the Management Committee or President stands adjourned and a quorum was not present within half an hour of the adjourned meeting time, the members present shall be a quorum.
- (b) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished from the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in Rule 16.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

16.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairperson; or
- (b) by a simple majority of Club Councillors on behalf of their affiliated clubs.

16.5 Recording of Determinations

Unless a poll is demanded under Rule 16.4, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour or against the resolution.

16.6 Where Poll Demanded

If a poll is duly demanded under Rule 16.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

PART 17 VOTING AT GENERAL MEETINGS

17.1 Affiliated Clubs entitled to vote

Each affiliated club shall have one vote at general meetings which, subject to these Rules, shall be exercised by its Club Councillor or her proxy. Club Councillors may hold more than one proxy vote. The members of the Management Committee and the District Secretary shall have the right to attend and debate, but not vote, at General Meetings.

17.2 Chairperson may exercise Casting Vote

Where voting at General Meetings is equal the Chairperson may exercise a casting vote. The Chairperson does not have a deliberative vote.

PART 18 PROXY VOTING

18.1 Proxy Voting Permitted

Proxy voting shall be permitted at all General Meetings provided a proxy form, in the form set out in Annexure 2 (or otherwise approved from time to time) which has been duly completed and executed, is lodged with the District Secretary at or before the commencement of the meeting. Proxies shall only be given by Members who are entitled to vote to another Club Councillor or to the Chairperson of the meeting. The proxy holder shall be entitled to hold and exercise more than one (1) proxy.

18.2 Proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A Club Councillor shall instruct her proxy to vote in favour of or against any proposed resolutions.

PART 19 THE MANAGEMENT COMMITTEE

19.1 Existing members of the Management Committee

The members of the management committee however called of the Association in place immediately prior to approval of these Rules under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the President and other members of the Management Committee shall be vacated and filled or otherwise dealt with in accordance with these Rules.

PART 20 POWERS OF THE MANAGEMENT COMMITTEE

20.1 Powers of the Management Committee

- (a) Subject to the Act and these Rules, the business of the Association shall be managed And the powers of the Association shall be exercised by the Management Committee. In particular, the Management Committee as the delegated authority for women's golf shall be responsible for acting on local issues and shall operate for the benefit of the Members and the community throughout the District and in accordance with its objects, subject always subject to compliance with the rules, policies and directives of GQ and GA.
- (b) Without limiting the generality of Rule 20.1(a), the Management Committee shall:
 - (i) carry on the administrative and commercial functions of the Association; and
 - (ii) make policy and strategic decisions on the future direction of the Association, and its public profile and image.
 - (iii) Make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association. Any such By-laws may be set aside by a general meeting of the members.

PART 21 COMPOSITION OF THE MANAGEMENT COMMITTEE

21.1 Composition of the Management Committee

The Management Committee shall comprise:

- (a) the President; and
- (b) the two (2) Vice Presidents; and
- (c) the Treasurer; and
- (d) the Elected Secretary with the same rights as the President, Vice Presidents and Treasurer; or
- (e) a Secretary who shall be appointed by the members of the Management Committee. Such a secretary shall not exercise the rights of a member of the Management Committee, but shall act in an advisory role only.
- (f) up to five (5) independent persons who may be invited onto the Management Committee by reason of their demonstrated expertise in a relevant area in accordance with Rule 21.3. Such persons shall not exercise the rights of a member of the Management Committee, but shall act in an advisory role only.
- (g) The Management Committee may invite the Immediate Past President to serve as an ex-officio member of the committee, without voting rights, for a period of twelve (12) months from the date of her retirement as president. A person shall not be eligible to hold the office of Immediate Past President unless she has held the office of President for at least one year.

21.2 Elected Members of the Management Committee

The elected members of the management committee shall be nominated by the affiliated clubs.

21.3 Independent Members of the Management Committee

The members of the management committee may by resolution, immediately on commencement of their term and having regard to the needs and requirements of the Association at that time, invite up to five (5) persons with demonstrated expertise in a relevant area to serve as Independent Members of the Management Committee. If any invitee accepts, his or her term shall commence immediately on acceptance. If any invitee rejects the invitation, such further invitations may be issued as are appropriate to fill the available positions.

21.4 Portfolios

If the Management Committee considers it appropriate, in order to further the objects and purposes of the Member District, it may allocate members of the Management Committee to specific portfolios, with specific responsibilities, as determined in the discretion of the Management Committee.

21.5 Right to Appoint

It is expressly acknowledged that the Management Committee shall have the right to appoint any person with appropriate experience or expertise to assist the Management Committee in respect of such matters and on such terms as the Management Committee thinks fit. Any person so appointed shall not be a member of the Management Committee, and shall not exercise the rights of a member of the Management Committee, but shall act in an advisory role only.

21.6 Term of Independent Members of the Management Committee

The Independent Members of the Management Committee shall be determined annually in accordance with Rule 21.3, and the term of Independent members of the management committee shall be from the time of acceptance of the invitation in the year of appointment, to the conclusion of the next following Annual General Meeting. Independent members of the management committee may be re-appointed.

PART 22 ELECTION OF ELECTED MEMBERS OF THE MANAGEMENT COMMITTEE

22.1 Nomination of Candidates

- (a) The District Secretary shall at least 120 days prior to the date of the Annual General Meeting by notice in writing to all members entitled to vote call for nominations for election of President, two Vice Presidents and Treasurer and Secretary if required.
- (b) Nominations of candidates for election as President, Vice Presidents and Treasurer, and Secretary if required shall be:
 - (i) made in writing, signed by the Club Councillor of an Affiliated Club, and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) Delivered to the Association not less than within 28 days after the date when the notice calling for nominations shall be deemed to have been received by the members.
- (c) If insufficient nominations are received to fill all available vacancies on the Management Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Management Committee.

22.2 Voting Procedures

The elections shall be by secret ballot on papers prepared by the District Secretary, on a majority system.

22.3 Term of Office of Elected Members of the Management Committee

- (a) The term of office of the President who shall be elected annually shall not exceed three (3) successive terms.
- (b) The elected members of the management committee shall be elected in accordance with these Rules annually, and subject to these Rules, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting. Elected members of the management committee may be re-elected providing that the maximum term of office does not exceed nine (9) successive terms.
- (c) A retiring President, Vice President or Treasurer shall not be eligible for election to the Management Committee for a period of one (1) year after their retirement from the Management Committee.

PART 23 VACANCIES OF MEMBERS ON THE MANAGEMENT COMMITTEE

23.1 Grounds for Termination of Office of Members of the Management Committee

In addition to the circumstances in which the office of a member of the Management Committee becomes vacant by virtue of the Act, the office of a member of the Management Committee becomes vacant if the member of the Management Committee:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns her office in writing to the Member District;
- (e) is absent without the consent of the Management Committee for two consecutive meetings of the Management Committee;
- (f) without the prior consent or later ratification of the Members of the Member District in General Meeting holds any office of profit under the Member District;
- (g) is directly or indirectly interested in any contract or proposed contract with the Member District and fails to declare the nature of her interest.
- (h) has been expelled or suspended from membership (without further recourse under these Rules or the Rules of GA or GQ);
- (i) in the opinion of the Management Committee, in its discretion, has acted in a manner unbecoming or prejudicial to the objects and interests of the Association and/or golf; or
- (j) has brought the Association, any Affiliated Club or golf into disrepute; or
- (k) would otherwise be prohibited from being a director under the Corporations Law.

23.2 Remaining Members of the Management Committee

In the event of a casual vacancy or vacancies in the office of a member of the Management Committee or members of the Management Committee, the remaining members of the Management Committee may act, but if the number of remaining members of the Management Committee is not sufficient to constitute a quorum at a meeting of the Management Committee, they may act only for the purpose of increasing the number of members of the Management Committee to a number sufficient to constitute a quorum.

23.2 Casual Vacancy

- (a) In the event of a casual vacancy in the office of any elected member of the Management Committee, the Management Committee may appoint a member of an Affiliated Club to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

- (b) Should the number of members of the Management Committee be reduced to two (2) or less, a General Meeting shall be convened by the District Secretary, or if there is no District Secretary, a surviving member of the Management Committee, for the purpose of filling the vacancies.

PART 24 LEAVE OF ABSENCE

24.1 Discretion as to Leave of Absence

The Management Committee may, in its discretion, grant leave of absence to a member of the Management Committee from attending Management Committee meetings as it sees fit following consideration of an application submitted in writing to the District Secretary, provided:

- (a) if such leave of absence is for no more than two (2) consecutive Management Committee meetings, the Management Committee may appoint a temporary replacement from amongst the members;
- (b) if such leave of absence is for more than any six (6) monthly period, that member of the Management Committee is taken to have resigned her position (and a casual vacancy arises), but the member of the Management Committee shall be entitled to seek re-election at the Annual General Meeting at which her term of office would otherwise have expired; and
- (c) in no circumstances shall the leave of absence exceed the remaining term of office of the member of the Management Committee.

PART 25 MEETINGS OF THE MANAGEMENT COMMITTEE

25.1 Management Committee to Meet

The Management Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business, and shall meet not less than once every two (2) calendar months. Should it be necessary to meet earlier than once every two months, then meetings may be held at such times as are directed by the President or in her absence by a Vice President.

Subject to these Rules the Management Committee may adjourn and otherwise regulate its meetings as it thinks fit.

25.2 Requisition for Special Meeting of Management Committee

A Special Meeting of the Management Committee shall be convened by the District Secretary on the requisition in writing signed by not less than two (2) members of the Management Committee. The requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat. Such meeting shall be held within a reasonable time but not later than three (3) months after the receipt of the requisition.

25.3 Decisions of Management Committee

Subject to these Rules, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and a determination of a majority of members of the Management Committee shall for all purposes be deemed a determination of the Management Committee. All members of the Management Committee shall have one vote on any question. The Chairperson shall have a casting vote where voting is equal.

25.4 Resolutions not in Meeting

- (a) A resolution, in writing signed or assented to by form of visible or other electronic communication by all the members of the Management Committee for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of members of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Management Committee.
- (b) Without limiting the power of the Management Committee to regulate their meetings as they think fit, a meeting of the Management Committee may be held where one (1) or more of the members of the Management Committee is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all members of the Management Committee entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee or these Rules and such notice specifies that members of the Management Committee are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of members of the Management Committee which constitutes a quorum, and none of such members of the Management Committee are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (i) of this sub Rule is satisfied again; and
 - (iv) any meeting held where one (1) or more of the members of the Management Committee is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a member of the Management Committee is there present and if no member of the Management Committee is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

25.5 Quorum

At meetings of the Management Committee the number of members of the Management Committee whose presence is required to constitute a quorum is three (3).

25.6 Notice of Management Committee Meetings

Unless all members of the Management Committee agree to hold a meeting at shorter notice (which arrangement shall be sufficiently evidenced by their apology, presence or attendance in accordance with Rule 25.4) not less than seven (7) days notice of the meeting of the Management Committee shall be given to each member of the Management Committee. The agenda shall be forwarded to each member of the Management Committee prior to such meeting.

25.7 Conflict of Interest

A member of the Management Committee shall declare her interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent herself from discussions of such matter and shall not be entitled to vote in respect of such matter.

In the event of any uncertainty as to whether it is necessary for a member of the Management Committee to absent herself from discussion or refrain from voting, the issue should be immediately determined by vote of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.

PART 26 DISTRICT SECRETARY

26.1 District Secretary

- (a) The District Secretary may be appointed by the Management Committee for such term and on such conditions as it thinks fit; or
- (b) The District Secretary may be elected in accordance with Rule 22.1.

26.2 District Secretary to act as Public Officer

The District Secretary shall act as and carry out the duties of Public Officer of the Association in accordance with these Rules.

26.3 Specific Duties

The District Secretary shall:

- (a) attend all meetings of the Association
- (b) be responsible for preparation of the agenda for all meetings of the Association
- (c) be responsible for the recording and preparation of minutes of the proceedings of all meetings of the Association.

PART 27 EXISTING DELEGATES

27.1 Existing Delegates

The Club Delegates (by whatever name called) currently holding office of the Association in place immediately prior to approval of these Rules under the Act shall continue in these positions until the next Annual General Meeting following such approval, and thereafter these positions shall be filled, vacated or otherwise dealt with in accordance with these Rules.

PART 28 THE COUNCIL

28.1 Composition of the Council

There shall be a Council of the Association. The Council shall comprise:

- (a) all members of the Management Committee; and
- (b) Club Councillors nominated by Affiliated Clubs in accordance with Rule 30.1.

PART 29 FUNCTIONS OF COUNCIL

29.1 Functions of Council

The Council shall:

- (a) review the Association's performance in achieving its pre-determined aims, objectives and policies; and
- (b) determine such other matters as are referred to it by the Management Committee or the Association.
- (c) be responsible for the technical and golf management of the Association.

PART 30 CLUB COUNCILLORS

30.1 Appointment of Club Councillors

- (a) All Affiliated Clubs may nominate one representative of that club to act as Club Councillor. A form to be completed by the relevant club official shall be distributed with notice of each Annual General Meeting.
- (b) The term of office of Club Councillors shall be from the conclusion of the Annual General Meeting in the year of appointment to the conclusion of the next Annual General Meeting. Club Councillors may be re-appointed.

30.2 Club Councillor not Available

If a Club Councillor is not available for a Council Meeting, the Club may appoint a person to attend the meeting in her place. The person who represents the Club under this Rule 30.2 shall be entitled to debate and vote.

PART 31 COUNCIL MEETINGS

31.1 Notice of Council Meetings

Unless all Club Councillors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology, presence or attendance in accordance with this Rule), not less than twenty-one (21) days notice of the meeting shall be given to each Club Councillor. The Agenda shall be forwarded to each Club Councillor not less than seven (7) days prior to such meeting.

31.2 Council to Meet

The Council shall meet as often as is deemed necessary in every calendar year for the dispatch of business with a minimum of five (5) meetings and subject to these Rules may adjourn and otherwise regulate its meetings in the same manner or in as nearly as possible the same manner as meetings of the Management Committee.

31.3 President to act as Chairperson

The president shall, subject to these Rules, preside as chairperson at every Council meeting. If the president is not present or is unwilling or unable to preside the Council members shall appoint one of their members to preside as chairperson in her place for that meeting only.

31.4 Quorum

At Council meetings the number of members whose presence is required to constitute a quorum is 20% of Affiliated Clubs.

31.5 Voting Rights

Each affiliated club shall have one (1) vote at council meetings which, subject to these Rules, shall be exercised by its Club Councillor or her proxy. Club Councillors may hold more than one proxy vote. Members of the Management Committee shall have the right to attend and debate, but not vote, at Council Meetings.

31.6 Items of Business Submitted

Items of business for inclusion on the agenda at a Council Meeting may be submitted to the District Secretary prior to the meeting.

PART 32 REGULATIONS

32.1 Management Committee to Formulate Regulations

The Management Committee may formulate issue, adopt, interpret and amend Regulations for the proper advancement, management, and administration of the Association, the advancement of the objects of the Association and golf in the District as it thinks necessary or desirable. Such regulations must be consistent with the Rules of the Association.

32.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Association and Members of the Association.

32.3 Regulations Deemed Applicable

All rules, by-laws and regulations of the Association in force at the date of the approval of these Rules under the Act in so far as such rules and regulations are not inconsistent with, or have been replaced by these Rules shall be deemed to be Regulations under this Rule.

32.4 Bulletins Binding on Members

Amendments, alterations or other changes to regulations shall be advised to members of the Association by means of bulletins approved by the Management Committee and issued by the District Secretary. The Affiliated Clubs shall take reasonable steps to distribute such information to their women members.

PART 33 RECORDS AND ACCOUNTS

33.1 Management Committee to Keep Records

The Management Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association, and the Management Committee shall produce these as appropriate at each Management Committee, Council or General Meeting.

33.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the District Treasurer.

33.3 Association to Retain Records

The Association shall retain such records for the period specified in the Act, or if no period is specified, for five (5) years after completion of the transactions or operations to which they relate.

33.4 Management Committee to submit Accounts

The Management Committee shall submit to the members at the Annual General meeting the Statements of Account of the Association in accordance with these Rules.

33.5 Accounts Conclusive

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

33.6 Accounts to be sent to Members

The District Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Statements of Account, the Management Committee's report, the Auditor's report and every other document required under the Act (if any).

33.7 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by the District Treasurer and any one (1) duly authorised member of the Management Committee or any two (2) duly authorised members of the Management Committee.

33.8 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Association in General Meeting and the remuneration of such auditor or auditors fixed. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets or equivalent statements ascertained by an auditor or auditors at the conclusion of each financial year.

PART 34 NOTICE

34.1 Manner of Notice

- (a) Notices may be given by the District Secretary to any Member or Club Councillor by sending the notice by pre-paid post or facsimile transmission or electronic mail to the Member's registered address or facsimile number or electronic mail address, or in the case of a Club Councillor, to the last notified address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, pre-paying and posting the notice. Service of the notice is deemed to have been effected three (3) days after the posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected on receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

34.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised in these Rules.

PART 35 SEAL

35.1 Safe Custody of Seal

The District Secretary shall provide for safe custody of the Seal but need not have a seal.

35.2 Affixing Seal

The Seal shall only be used by authority of the Management Committee and every document to which the seal is affixed shall be signed by two (2) Management Committee members, or one (1) Management Committee member and the District Secretary or some other person appointed by the Management Committee for that purpose.

PART 36 ALTERATION OF RULES

36.1 Alteration of Rules

- (a) These Rules shall not be altered except by a Special Resolution in accordance with the Act and these Rules, and in compliance with all other procedures under the Act (if any).
- (b) An amendment which affects the special rights of any particular class of Members must be approved by a majority of members of that class present at a meeting and need not be approved by any other class.

PART 37 INDEMNITY

37.1 Members of the Management Committee and Councillors to be Indemnified

Every member of the Management Committee, Club Councillor, Committee member, officer, manager, employee or person acting with the authority of the Management Committee of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by that person in that capacity in defending any civil proceedings, regardless of whether judgment is given in that person's favor or in connection with any application to such proceedings in which relief is granted to that person by the Court.

37.2 Association to Indemnify Members of the Management Committee and Councillors

The Association shall indemnify the members of the Management Committee, Club Councillors, Committee members, officers, managers and employees against all damages and costs (including legal costs) for which any such member of the Management Committee, Club Councillor, Committee Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- (a) in the case of a member of the Management Committee, Club Councillor, Committee member or officer, 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.

PART 38 APPLICATION OF INCOME

38.1 Application of Income

- (a) The Association is a non-profit organisation and the income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in these Rules.
- (b) Except as prescribed in these Rules or the Act;
 - (i) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.
 - (iii) The Association must not carry on business for the purpose of profit or gain to its members
- (c) Nothing contained in Rule 38.1(b) shall prevent payment in good faith to any member for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any member;
 - (iv) rent for premises demised or let by any member to the Association;
 - (ii) any out-of-pocket expenses incurred by the member on behalf of the Association; or
 - (ii) any other reason;
 - (ii) provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

PART 39 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

39.1 Applies if the Association is Wound Up

This section applies if the Association is wound up under Part 10 of the Act and there are surplus assets.

39.2 Surplus Assets Must Not be Distributed among Members

The surplus assets must not be distributed among the members but must be given to another entity:

- (a) that has objects similar to the Association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

39.3 Meaning of "Surplus Assets"

In this section "surplus assets" has the meaning given by Section 92(3) of the Act.

ANNEXURE 1

WOMEN'S GOLF GOLD COAST INCORPORATED



APPLICATION FOR AFFILIATION

I,, a duly authorised officer
of Golf Club (“the applicant”)

hereby apply on behalf of the applicant for acceptance of the Applicant as an Affiliated Member
of Women’s Golf Cold Coast Incorporated.

In the event of admission as an Affiliated Club, the applicant agrees to be bound by the Rules,
Regulations, Policies and Directives of the Association and Golf Queensland Limited for the
time being in force.

Signed for and on behalf of the applicant by a duly authorised officer

..... Date :

CLUB DETAILS:

Name of Club:

Address of Club

Telephone: Fax :

Email address:

Authorised Contact: Phone:

Club Councillor: Phone:

Address for service of Notices

.....

Office Use Only:-

Approved/Not Approved by Golf Qld Date:

Approved/Not Approved by WGGC Inc. Date:

If not approved: Reason:

.....

ANNEXURE 2

WOMEN'S GOLF GOLD COAST INCORPORATED



APPOINTMENT OF PROXY

I , being the duly authorised Club Councillor
of Golf Club, hereby appoint
..... being the duly authorised Club Councillor
of Golf Club as my proxy to
Vote for me at the General Meeting of the Association to be held on theday of
..... (Month and Year), and at any adjournment of that meeting.

My proxy is authorised to vote as follows:

- | | | |
|--------------|------------------------------|----------------------------------|
| Resolution 1 | For <input type="checkbox"/> | Against <input type="checkbox"/> |
| Resolution 2 | For <input type="checkbox"/> | Against <input type="checkbox"/> |
| Resolution 3 | For <input type="checkbox"/> | Against <input type="checkbox"/> |
| Resolution 4 | For <input type="checkbox"/> | Against <input type="checkbox"/> |
| Resolution 5 | For <input type="checkbox"/> | Against <input type="checkbox"/> |

I confirm that my Affiliated Club has authorised me as Club Councillor to vote in the manner in which I have authorised my Proxy to vote.

Signed:

.....
(Club Councillor)

Date: