



CONSTITUTION

BROOME GOLF CLUB INCORPORATED

2007

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1. Name of Club

The name of the club is the Broome Golf Club Inc.

2. Official Colours

The official colours of the Club are Royal Blue and White

3. Definitions

In these rules, unless the contrary intention appears –

“**annual general meeting**” is the meeting convened under clause 15.3(i);

“**Board meeting**” means a meeting referred to in clause 15.1(i);

“**Director**” means a person referred to in clause 9;

“**convene**” means to call together for a formal meeting;

“**department**” means the government department with the responsibility for administering the Associations Incorporation Act (1987)

“**financial year**” means a period of twelve months commencing on the 1st day of October each year and concluding on the 30th September the following year or any other period as deemed necessary from time to time by the Board of Directors;

“**general meeting**” means a meeting to which all members who are under this constitution deemed eligible to vote are invited;

“**member**” means any member of the club;

“**ordinary resolution**” means a resolution other than a special resolution;

“**poll**” means voting conducted in a written form (as opposed to a show of hands);

“**special general meeting**” means a general meeting other than the annual general meeting

“**special resolution**” has the meaning as given by section 24 of the Act, that is

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the club who are entitled under the rules of the club to vote and vote in person or, where proxies or postal votes are allowed by the rules of the club by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence to of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Club or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the club present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

“**the Act**” means the Associations Incorporation Act 1987;

“**the Club**” means the Club referred to in clause 1;

“the President” means the person referred to in clause 9.1(i);

“the Commissioner” means the Commissioner for Fair Trading exercising powers under the act

“the Board” means the Board of Directors of the Club referred to in clause 9.1;

“the Director of Finance” means the Director of Finance referred to in clause 9.1(iii);

“the Vice President” means the Vice President referred to in clause 9.1(ii).

4. Objects of the Club

4.1 The objects of the Club are

- (a) To promote and foster the game of golf within Broome and surrounding districts
- (b) To promote and foster other appropriate indoor and outdoor sports and recreational activities
- (c) To promote and foster good fellowship among members and their guests as well as tourists
- (d) To provide the best possible golf course and club house to enable the meeting of objectives (a), (b) and (c)
- (e) To join with other clubs as well as State, National and International bodies for the promotion of golf and other sports and recreational activities
- (f) To affiliate with the appropriate State golfing bodies and to recognise and play under the constitution and by laws of those bodies as amended from time to time
- (g) to liaise with the representatives of Aboriginal people in any future development of course or facilities and in so doing recognize the cultural significance of the land to Aboriginal people

4.2 The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

5. Powers of the Club

The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club

May do all things necessary or convenient for carrying out its objects and purposes and in particular, may

- (a) acquire, hold, deal with and dispose of any real or personal property
- (b) open and operate bank accounts
- (c) invest its money
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorized by the rules of the Club
- (d) borrow money upon such terms and conditions as the Club thinks fit
- (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit

- (f) appoint agents to transact any business of the Club on its behalf
- (g) enter into any other contract it considers necessary or desirable
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club.

6. Membership

6.1 Membership of the club is open to any person, six years of age and over, who wishes to further the interests of the club.

6.2 Applications for membership may be made in any of the following categories the definition of which can found in appendix 1 of this constitution.

- (a) Full
- (b) Mid week
- (c) Country
- (d) Corporate
- (e) Seasonal three
- (f) Seasonal six
- (g) Life
- (h) Junior
- (i) Junior two
- (j) Social

Membership in a particular category maybe limited, by the Board, at any particular time.

6.3 Any person seeking membership must make application on the prescribed form ensuring the application is signed and is accompanied by the appropriate fee. The person must be proposed by one member and seconded by another member with both parties signing the form where indicated.

6.4 The application must be displayed on the club notice board and then be presented to the next meeting of the Board where the application will be accepted or rejected.

6.5 Each person accepted for membership to the club shall be

- (i) Bound by the Constitution and any Policies of the club
- (ii) Become liable for such fees and subscriptions as may be fixed by the club from time to time
- (iii) Be entitled to all rights and privileges of the club as set out in the membership definitions set out in appendix 1 of this constitution

6.6 The Board need not give any reason for rejecting an application for membership.

6.7 The Board shall ensure that an update register of members of the club is kept. The register in addition to a members name shall include postal and residential address, together with telephone number, membership classification and any other information that the Board may from time to time deem necessary.

6.8 The register shall be kept at the club house and may be inspected by any member upon making an appointment. The member may copy or take extracts from the register shall not under any circumstances remove the register from the club premises.

7. Subscriptions

7.1 The Board may set fees for all categories of membership at any time but no later than the July meeting of the Board of Directors.

7.2 Such fees as set in sub clause 7.1 will be communicated to the membership by the Board as soon as is practical but no later than the annual general meeting in each calendar year.

7.3 Fees as set in sub clause 7.1 become due and payable on the 1st of January each year and must be paid by the 31st January in the same year.

7.4 Any member who fails to pay the fees by the due date set out in sub clause 7.3 will lose all rights and privileges pertaining to their particular category of membership from that date, unless the Board decides otherwise.

8. Termination of Membership

8.1 Any person's membership of the club maybe terminated by the following events

(i) Resignation

(ii) Expulsion

(iii) Failure to pay membership fees by the due date as set out in clause 7.3

8.2 After the receipt of a formal complaint or the Board deems it appropriate it may fine, suspend or expel any member providing due enquiry has been conducted including providing the member the opportunity to relate to the Board their account of the incident either in writing or in person at a Board meeting.

8.3 Any member who is fined, suspended or expelled has the right of appeal. Such appeal must be received by the Secretary Manager within fourteen days of the date of the communication advising the fine, suspension or expulsion. Such appeal will be heard at a special meeting of the Board as listed in clause 9 and the Office Bearers as listed in clause 12 convened specifically for that purpose by the Board. A quorum for such meeting will be 75%. The decision of this meeting is both binding and final.

9. Board of Directors

9.1 The management of the affairs of the club shall be vested totally in the Board of Directors, the members of which shall be elected at each general meeting in accordance with clause 13 and shall consist of

(i) President

(ii) Vice President

(iii) Director of Finance

(iv) Three other Directors who shall hold the position of Chairperson of sub committees currently dealing with the portfolios of Match, Course and House or whatever other portfolios the Board may from time to time decide.

9.2 No person shall hold more than one position on the Board at any one time. A person shall cease to be a member of the Board at the conclusion of the Annual General Meeting relative to their position and will be eligible for re-election.

9.3 The term of office for members of the Board shall be two years concluding at the end of an AGM with the President, Director of Finance and Director of Course being elected

in even years and Vice President, Director of Match and Director of House being elected in odd years.

9.4 A Director will cease to hold office if

- They absent themselves from three consecutive Board meetings without leave of absence
- They resign
- They are found at any time to be unfinancial by way of non payment of fees in accordance with clause 7.3
- They are suspended in accordance with clause 8.2

9.5 If a casual vacancy occurs on the Board as a result of clause 9.4 the Board may co-opt somebody to fill such vacancy with that person holding office until the conclusion of the term of office of the person they have replaced.

10. Powers of the Board

The Board is responsible for all decisions relating to the successful functioning and management of the club in pursuit of the clubs objectives and specifically empowered to

- (i) Administer the finances, appoint bankers, open and close what ever bank accounts it deems necessary from time to time
- (ii) Fix fees and subscriptions payable by the members and decide such levies, fines and charges as is deemed necessary and advisable and to enforce payment thereof
- (iii) Adjudicate on all matters brought before it which in any way affect the club.
- (iv) Borrow monies up to a cap set at \$300,000.00 necessary to achieve the overall objectives of the club. An amount above \$300,000.00 must be brought to a Special General Meeting.
- (v) Make, amend or rescind policies and by laws which shall at all times work in conjunction with this constitution
- (vi) Employ what ever personnel at what ever remuneration it deems necessary to carry out specific duties as required by the Club.

11. Sub Committees

11.1 In addition to the Executive Sub Committee which shall comprise the President, Vice President, Director of Finance and the Secretary Manager the Board may appoint what ever sub committees it feels appropriate from time to time to carry out any specific tasks or duties.

11.2 The Executive Sub Committee may resolve any matters that need expeditious resolution prior to the next Board meeting with such resolutions being ratified by the Board at its next meeting.

12. Office Bearers

In addition to the Board, the following Office Bearers shall be elected as set out in clause 13

- (a) Ladies or men's captain (dependent on gender of Match Chairperson)

- (b) Ladies vice captain
- (c) Men's vice captain
- (d) Ladies handicapper
- (e) Men's handicapper
- (f) Summer Cup captain
- (g) Ladies scroungers captain
- (h) Men's scroungers captain
- (i) Friday Sundowner captain

13. Elections

13.1 The election of members to the Board each year will be conducted in the following manner

- (a) In the first week of September each year the Secretary Manager will advise members via email, the web page and a notice on the club notice board of the positions that become vacant at the next AGM and call for nominations for those positions. If known the members will also be advised of which retiring members will be seeking re-election. Only full and life members are eligible to nominate.
- (b) Nominees must nominate on the prescribed form, which will be available from the club and via the web page, have it endorsed by a proposer and seconder ensuring these persons are eligible to vote, accept the nomination by signing the form and ensure it is in the hands of the Secretary Manager by the specified date, which will be at least six weeks prior to AGM.
- (c) The Secretary Manager will verify the eligibility of all nominees and place a copy of the each nomination form on the club notice board.
- (d) Fourteen days prior to the AGM the Secretary Manager will send with the notice of meeting referred to in clause 15.3 (iv) the official notification of nominees for election to all members eligible to vote. A copy of the notice will also be displayed on the club notice board.
- (e) Where only one nomination is received in respect of any position that nominee is automatically elected unopposed.
- (f) If two or more nominations are received for a particular position an election will be held at the AGM after each nominee is given the opportunity to address the meeting for a maximum of five minutes.
- (g) If no nominations are received for a particular position the Board at its first meeting after the AGM may co-opt somebody to fill the vacancy.
- (h) An election will be carried out by way of a secret ballot on a "first past the post" basis with the nominee receiving the highest number of votes being declared the winner. If there are two nominees with equal votes a further vote will be taken. If there are more than two nominees and two have equal votes those nominees not featuring in the tie will be eliminated and a further vote taken. If they remain tied the decision will be made by the Board, by means of a secret ballot, at its first meeting after the AGM.
- (i) Any nominee may withdraw their nomination at any time prior to the AGM being declared open by advising the Secretary Manager in writing.

13.2 The election of Office Bearers as outlined in clause 12(a) to clause 12(e) will also take place at the AGM under whatever conditions the Board may from time to time determine. Election for clause 12 (f) will take place at the Annual Club Wind Up.

13.3 The election for Office Bearers as outlined in clause 12(g) to 12(i) will take place at the respective annual wind ups of the scrounger groups with the term of office being from one wind up to the next. Mid week members may also vote in the election of their genders scroungers captain.

14. Finance

14.1 The financial year of the club shall be from the 1st October each year until the 30th September the following year. The financial year of the club may be changed to whatever the Board deem appropriate to ensure best practice.

14.2 The clubs funds shall be deposited into an account at a bank or registered financial institution as the Board may determine. Such account shall be operated on by any two of the following – President, Vice President, Director of Finance and Secretary Manager.

14.3 All club accounts may be paid by whatever means acceptable ensuring at all times the conditions as set out in 14.2 are met.

14.4 A statement showing the financial position of the club shall be presented to each meeting of the Board by the Director of Finance.

14.5 The Secretary Manager shall call keep an accurate and up to date record of all financial transactions.

14.6 The Director of Finance shall submit to each Annual General Meeting a statement of income and expenditure and assets and liabilities and shall attach to such financial report an Auditors report should it be available.

14.7 All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members except in good faith in the promotion of these objectives.

15. Meetings

15.1

(i) Board meetings of the Club shall be held once in every calendar month

(ii) Board meetings shall be chaired by the President and in his/her absence the Vice President. Should neither of these be present the members present shall elect a Chair person from among those present.

(iii) A quorum at any meeting of the Board shall be four elected members.

(iv) The President may, with due notice; call a meeting of the Board for special purposes.

(v) A member of the Board who absents themselves from three consecutive Board meetings without leave may forfeit their position on the Board by resolution of the Board.

15.2

(i) Sub committee meetings shall be called as felt appropriate by their respective chairpersons.

15.3

- (i) The Annual General Meeting of the Club shall be held prior to the 15th December each year at a place, date and time specified by the Board and must be chaired by either the President or the Vice President
- (ii) The order of business at the Annual General Meeting shall be
 - Opening of meeting
 - Declaration of a quorum
 - Apologies
 - Reading and confirmation of previous year's minutes
 - Business arising from such minutes
 - Reading and confirmation of minutes of any special general meetings
 - Business arising from such minutes
 - Appropriate correspondence to be read and considered
 - Adoption of President's Report
 - Adoption of report from the Director of Finance
 - Adoption of Annual Report if applicable
 - Election of Board and Office Bearers
 - Election of Life Members
 - Election of Patron(s)
 - Election of Auditor
 - General business of which required notice has been given
- (iii) The quorum for an Annual General Meeting shall be 20 members. If the quorum is not present within 30 minutes of the designated start time the meeting shall be adjourned for one week. If the quorum is not met at the adjourned meeting those members present shall be deemed competent to conduct the meeting.
- (iv) At least 14 days prior to the date of the Annual General Meeting the Secretary Manager shall post a notice on the club notice board stating the date, time and place of the meeting. The notice maybe emailed to those members who have provided email addresses and by post to those that have not. Notice to the last notified email or postal address shall satisfy the requirement of this clause.

15.4

- (i) A Special General Meeting maybe called by the Board for any purpose at any time.
- (ii) Upon receipt of a requisition signed by at least 20 member's eligible to vote the Board shall call a Special General Meeting as expeditiously as possible but no later than 2 months after the date of receipt of the requisition. Such meeting must be chaired by either the President or the Vice President
- (iii) The quorum for any Special General Meeting shall be 20 members eligible to vote. Should a quorum not be present within 30 minutes of the designated start time then the meeting is declared as being cancelled.
- (iv) At least 7 days notice shall be given of any Special General Meeting stating the date, time and place of the meeting and the purpose for which it has been called with members being notified as set out in clause 15.3 (iv)
- (v) The issues for which the Special General Meeting has been convened are the only issues that maybe dealt with at the meeting.

16. Voting

16.1

- (i) Voting at the Annual General Meeting and any Special General Meetings shall be by way of a show of hands except for election of Board members which shall be carried out as set out in clause 13.1(h). A secret ballot shall be held if requested by at least twenty (20) members present and entitled to vote.
- (ii) Each individual financial member (including the President or other Chairperson) present at the meeting and entitled to vote shall have one (1) vote.

16.2

- (i) Voting at all meetings of the Board shall be by way of a show of hands unless a secret ballot is requested by at least 75% of Board members present at the meeting.
- (ii) Each individual member of the Board (including the President or other Chairperson) present at the meeting shall have one (1) vote.

16.3

- (i) Voting at all sub committee meetings shall be by way of a show of hands.
- (ii) Each individual member of the sub committee (including the Chairperson) present at the meeting shall be entitled to one (1) vote.

17. Common Seal

The common seal of the “club” (a rubber stamp on which is engraved the “club” name) shall be kept in the care of the Secretary Manager. It shall only be affixed to any deed or document authorized by resolution of the “Board” and in the presence of any two of the President, Vice President or Secretary Manager.

18. Policies

The “Board” may at any time make, alter or rescind any policies to cover any item on which this constitution remains silent provided such action is passed by a 75% majority of Board members present and voting and each member of the “Board” has been given notice of what is proposed.

19. Interpretation of Constitution

The “Board” is the sole authority for the interpretation of this constitution and the decision of the “Board” upon any question of interpretation or upon any matter affecting the “Club” and not provided for in this constitution shall be final and binding on all members.

20. Amendments to the Constitution

20.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting or a Special General Meeting called for that purpose. Notice of proposed changes shall be given to all members eligible to vote at least fourteen (14)

days prior to the Annual General Meeting and seven (7) days prior to any Special General Meeting called for that specific purpose.

20.2 Such motions will have no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual or Special General Meeting as the case maybe.

20.3 Within one (1) month of such a resolution being passed the Secretary Manager shall notify the Department of Consumer and Employment Protection (or its replacement Department) and the Director of Liquor Licensing of the resolution.

21. Dissolution

21.1 The “club” may only be dissolved by the members at a Special General Meeting called for that specific purpose.

21.2 Such meeting shall be called by the “Board” of its own volition or as a result of a written request from at least 20% of eligible members.

21.3 The quorum for such a meeting shall be 25% of the members who are eligible to vote. If the quorum is not present within thirty (30) minutes of the designated starting time for the meeting the meeting shall be declared cancelled.

21.4 At the meeting the approval of at least seventy five percent (75%) of the members present and eligible to vote shall be necessary to carry any motion for dissolution.

21.5 If a resolution for dissolution is successful any surplus funds that remain after satisfaction of all debts and liabilities of the “club” as well as all costs, charges and expenses of the dissolution shall be distributed as follows

(a) to another incorporated club or association with objects similar to those of the “club” or

(b) for charitable or benevolent purposes, with the incorporated club association or purpose as the case may be being determined by a resolution of members.

Appendix

The conditions and entitlements for the membership categories of the club are:

- (1) **Full Member** – a full member will be eligible for all club competitions and have access to all club facilities, whenever available, and to obtain an official handicap which shall comply with the Australian handicapping system as laid down by the Australian Golf Union and Women’s Golf Australia. A financial full member has voting rights at all club general meetings and may occupy a position as director or office bearer of the club.
- (2) **Mid Week Member** – a mid week member is only allowed to use the course Monday to Friday and all club facilities when available. Use of course at week ends is permissible provided necessary green and competition fees are paid. Such members are not eligible for prizes when competing in normal week end competitions. A mid week member may vote at the election of his/her scroungers captain, but not at other meetings of the club.
- (3) **Corporate Member** – a corporate member may be issued to any business or individual carrying on a business. A corporate membership consists of one person nominated as a full member with all the rights and privileges listed above and two Corporate Player Cards. Holders of these cards may play at any time subject to course and match restrictions free of green fees. They may also play in any club competition subject to payment of competition fees but is not eligible to win major prizes. Holders of these cards cannot vote at any meeting of the club and cannot occupy any official position within the club administration.
- (4) **Country Member** – a country member is someone who normally resides more than eighty (80) kilometers from Broome, is in Broome for less than six months in any one calendar year and is a member of a golf club affiliated with any recognized State Golf Authority. Country members have the same privileges as full members except they have no voting rights and are not eligible for club championships. A country member cannot participate in any more than six (6) official club competitions per calendar year without the approval of the match committee.
- (5) **Seasonal Member** – a seasonal member is a temporary resident or long time visitor of Broome who can obtain membership for either three or six months and are allowed the same privileges as a mid week member for that period. Seasonal members have no voting rights. If a seasonal member has a validated Australian handicap they may be permitted to compete in official club events, at the discretion of the match committee, but are not eligible for club championships.
- (6) **Social Member** – a social member is one who wishes to enjoy the club facilities from a social aspect and is available to ex-golfers, casual golfers and non players. A social member also receives 20% discount off green fees.
- (7) **Temporary Member** – a temporary member is any person visiting the club as a member, official or assistant to a team that is to contest a pre-arranged sporting event and is only valid for the day of the competition.

- (8) **Life Member** – a life member is one who has 10 years continuous membership and has in the opinion of the committee rendered outstanding service and is therefore recommended to an annual general meeting for election. Life members have the same rights and privileges as a full member but are not required to pay annual subscription fees.
- (9) **Honorary Member** – an honorary member may be any person who in the opinion of the Secretary Manager or a member of the committee has special circumstances which entitle them to club membership and the issue of such membership will be of benefit to the club. An honorary member may only use clubhouse facilities and will be limited to maximum period of three months in any one calendar year.
- (10) **Junior Member** – a junior member is anyone between the ages of six and eighteen who is interested in the game of golf. Junior members have the same rights and privileges as a full member but as no voting rights. Junior members may not remain at the bar and under no circumstances are they to be served alcohol. Junior members who have an official handicap will be subject to a higher annual subscription fee.
- (11) **Intermediate Member** – an intermediate member is anyone aged 18 years to 20 years. Intermediate members have the same rights and privileges as a full member but have no voting rights. Fees for this membership will be 50% of the full membership fee.

GENERAL MEMBERSHIP RULES

Members may transfer between membership categories at the beginning of any membership year without penalty.

Once an annual fee has been paid transfer will only be permitted upon payment of any additional fees that are required.

If the transfer is to a lesser fee structure no refund will be paid.

After July 1st in each membership year subscription fees (not nomination fee) will be calculated on a pro rata basis based on the number of months remaining in the membership year as a percentage of twelve (12)

Fees paid by members moving from junior to intermediate to full status will be governed by the member's age at the date membership fees become due and payable. That date currently is the 1st January each year. As an example if a member turns 18 on the 2nd January he/she is still 17 as at the due date for membership fees and would therefore be liable for the junior fee.