

GOLF CENTRAL HIGHLANDS INC.

CONSTITUTION AND RULES

1. DEFINITIONS and INTERPRETATION

DEFINITIONS

1.1 In these Rules –

“*Act*” means the *Associations Incorporation Act, 1981*;

“*Delegate*” means a person referred to in Rule 9 and in relation to a member of the management committee a person who is a candidate of a member club elected under clause 20 or appointed under clause 22;

“*Dues*” means and includes membership fees, affiliation fees, capitation levy or any other fee, charge or levy imposed pursuant to these Rules;

“*Golf Queensland*” means the incorporated body Golf Queensland Limited;

“*present*” –

(a) at a management committee meeting, see Rule 24.6; or

(b) at a general meeting, see Rule 38.2.

INTERPRETATION

1.2 “*Association member*” (or “*member of the Association*”)(or “*member*”) shall, mean –

(a) a Member Club; or

(b) where the context is a reference to an individual a Delegate (or Delegates)

A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. NAME

The name of the incorporated Association shall be GOLF CENTRAL HIGHLANDS INC. (in these Rules called “*the Association*”).

3. DISTRICT OF OPERATION

- 3.1 The district under the control of the Association shall be that geographical area as determined from time to time by Golf Queensland (in these Rules called "*the Association's District*").

4. RECOGNITION OF GOLF QUEENSLAND

- 4.1 The Association recognises Golf Queensland as the governing body of golf in the State of Queensland.
- 4.2 The Association agrees to:
- (a) be incorporated as a company or incorporated association;
 - (b) provide Golf Queensland with copies of its audited accounts, annual report and other associated documents immediately following its Annual General Meeting;
 - (c) do all that is reasonably necessary to adopt the objects of Golf Queensland and adopt rules which reflect and which are, to the extent permitted or required by law, generally in conformity the rules of Golf Queensland;
 - (d) apply its property and capacity solely in pursuit of the objects of the Association and those of Golf Queensland, and the game of golf;
 - (e) do all that is reasonably necessary to enable the objects of Golf Queensland to be achieved;
 - (f) act in good faith and loyalty to maintain and enhance Golf Queensland and the game of golf, its standards, quality and reputation;
 - (g) at all times operate with and promote mutual trust and confidence between Golf Queensland and its members in pursuit of Golf Queensland's objects;
 - (h) not do, nor permit to be done, any act or thing which might adversely affect or derogate from the standards, quality and reputation of the game of golf and its maintenance and enhancements;
 - (i) make full and proper disclosure to Golf Queensland of all matters of importance to Golf Queensland and the game of golf; and

- (j) if it has administrative, operational or financial difficulties, permit Golf Queensland (if its Board in its discretion so decides) to act to assist the Association in whatever manner and on such conditions as the Board considers appropriate.
- (k) To comply with course rating and handicapping systems as determined by Golf Queensland

4.3 The Association acknowledges that Golf Queensland:-

- (a) shall have jurisdiction to hear and determine appeals as provide for in Rule 14 hereof.
- (b) shall be empowered to adjudicate and decide any dispute or difference arising between the Association and any other Association affiliated with Golf Queensland.
- (c) shall have the exclusive right to confirm or overrule the decisions of the Association made in the interpretation of the Rules of Golf and to substitute its decisions.
- (d) may deal with any other issue arising between the Association and any Member Club, upon the written request of either, as it considers necessary or appropriate.

5. **OBJECTS**

5.1 The objects for which the Association is established are:-

- (a) To promote and foster the game of golf generally and in particular throughout the Association's District by such means and in such manner as may be within the power of the Association.
- (b) To enforce, as far as possible, the observance by all golfers of the rules and etiquette of golf and rules of Amateur status as laid down, from time to time, by R & A Rules Limited and The United States Golf Association.
- (c) To control and regulate all Association Championships, Open carnivals, Pennant matches, and matches between the Association and other organisations (herein called "*controlled events*") with power to allot the planning, management and control of such events to a Member Club or Clubs.
- (d) To establish dates in each calendar year on which Members will conduct their open and closed championships, and any other special events to avoid conflict and promote mutual

benefit throughout the District preserving so far as possible the arrangements traditionally in place for each member..

- (e) To limit the number of invitation events which a Member may hold where there may be an adverse effect on another Member
- (f) To select zone representatives for district or national matches and events
- (g) To form such Zones within the district of the Association as may be considered desirable.
- (h) To decide with the consent of the members concerned all matters which may be an inter club issue that may be referred to it by a Member Club, including a dispute between members subject nevertheless to any right of appeal through the Association to Golf Queensland.
- (i) To appoint such sub-committees as may be considered necessary to perform the functions of the Association.
- (j) To adopt and to follow, wherever practicable, the objects in the Constitution of Golf Queensland.
- (k) To do all such other lawful things as are necessary for or incidental to the attainment of the above objects or any of them.

6. **POWERS**

6.1 The Association has the powers of an individual.

6.2 The Association may, for example –

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

6.3 The Association may take over the funds and other assets and liabilities of any other incorporated associations upon that association so resolving.

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

7. CLASSES OF MEMBERSHIP

- 7.1 The membership of the Association shall, subject to Rule 8 hereof, be unlimited in number and shall consist of the following classes of membership:-

(a) Member Clubs.

(b) Life Members.

8. MEMBERSHIP

- 8.1 All incorporated Golf Clubs within the Association's District being proprietors of, or having under their control and direction, under lease or other agreement, a golf course with not less than nine playing holes, shall be eligible for membership with the Association but only one club may be a member in respect of a golf course.

- 8.2 A Club applying for membership of the Association may be approved for admission to membership by the Management Committee of the Association but such admission shall be subject to such Club being approved by Golf Queensland.

- 8.3 Until otherwise determined, and subject to Sub-rule 8.3(c), the following Golf Clubs shall be Member Clubs of the Association:

(a) Blackwater, Capella, Clermont, Dysart, Emerald, Middlemount, Moranbah, Springsure, Tieri,

and

(b) Such other Golf Clubs as shall from time to time be admitted to membership of the Association.

(c) Every Golf Club which at the date of incorporation of the Association was a member of the old incorporated Associations shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the old incorporated Associations, and shall not be required to pay any further subscription until the next due date for payment of that subscription.

- 8.4 Any Member Club which considers any person has rendered long and meritorious service to the Association may recommend to the

Management Committee that Honorary Life Membership of the Association be granted to that person. If the Management Committee concurs with the recommendation it shall move a formal motion at the next General Meeting of the Association held thereafter for the admission of the nominee to Life Membership of the Association. Such notice of motion shall not become a resolution unless at least two thirds of the votes cast are in the affirmative.

- 8.5 A life member shall be entitled to attend any General Meeting of the Association and to be heard but not to vote. A life member shall not be subject to subscription fee, levy or other charge.

9. REPRESENTATION

- 9.1 Each Member Club shall have the right to be represented in the Association by two (2) Delegates each of whom must be a financial member of their club.
- 9.2 The Secretary of each Member Club shall notify the Association's Secretary in writing of the names and addresses of the Delegates appointed to represent the Club immediately following their appointment.
- 9.3 Ideally, each Member Club should strive for gender balance in the appointment of its Delegates though no breach of these Rules occurs if same-gender Delegates represent a Member Club.
- 9.4 A Delegate so appointed must at all times during the appointment remain a financial member of the Club the Delegate represents otherwise the appointment shall automatically lapse.
- 9.5 In the event of a Delegate being unable to attend a General Meeting of the Association the Club the Delegate represents may appoint a Proxy Delegate to act in that Delegate's stead at the nominated meeting and shall notify the Association's Secretary accordingly. Such Proxy Delegate must be a financial member of the Proxy Delegate's Club and may exercise the powers of the appointed Delegate, except that a Proxy Delegate cannot take the place of a Delegate elected to the Management Committee.
- 9.6 A Delegate shall hold office subject to Sub-rule 9.4 until the Secretary of the Club that Delegate represents notifies the Secretary of the Association in writing that the person is no longer a Delegate or until his/her appointment is terminated under Rule 12 hereof.
- 9.7 Observers, who are financial members of a Member Club, may attend any General Meeting of the Association but such observers shall have no voting rights nor powers whatsoever and shall not address the meeting except by leave of the Chairperson.

- 9.8 In the absence of other notification successively the Captain, and President from time to time of a member club shall be deemed to be its Delegate where there is a vacancy.

10. MEMBERSHIP FEES

- 10.1 The fees for membership of the Association and when and how they must be paid shall be such as shall from time to time be determined at any General Meeting.
- 10.2 Each Member Club shall pay to the Association in each year by the date specified by the Association any annual affiliation fee and any annual capitation or other levy for Golf Queensland for each playing member of the Club.
- 10.3 Failure of any Member Club to pay dues shall preclude that Club from representation at any meeting of the Association whilst such default continues. Its Delegates may attend such meeting but shall have no voting rights nor powers whatsoever and shall not address the meeting except by leave of the Chairperson.

11. ADMISSION AND REJECTION OF MEMBER CLUBS

- 11.1 Application for membership of the Association shall be in writing in the form prescribed by the Management Committee addressed to the Secretary of the Association and accompanied by any prescribed fee.
- 11.2 At the next meeting of the Management Committee after the receipt of an application for membership, such application shall be considered by the Management Committee, which shall thereupon determine the admission or rejection of the applicant.
- 11.3 Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member of the Association but such admission shall be subject to ratification by Golf Queensland.
- 11.4 Upon the acceptance or rejection of an application for membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

12. TERMINATION OF MEMBERSHIP OR REPRESENTATION

- 12.1 A Member Club may subject to payment of all dues to date, withdraw from membership of the Association at any time by giving notice in writing to the Secretary. Such withdrawal shall take effect at the time

such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

12.2 If a Member Club:-

- (a) fails to comply with any of the provisions of these Rules;
or
- (b) has dues in arrears for a period of six (6) months or more;

Or a Delegate:

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

then the Management Committee shall consider whether the Member Club's membership (in the case of (a), or (b) or the Delegate's status (in the case of (c) or (d)), as the case may be, shall be terminated.

12.3 The Member Club or Delegate concerned shall be given a full and fair opportunity of presenting its/his/her case and if the Management Committee resolves to terminate membership or representative status, it shall instruct the Secretary to advise the Member Club or the Delegate and his/her Club, as the case may be, in writing accordingly.

12.4 A Delegate shall have no right to vote at a meeting considering termination of his/her status as Delegate.

12.5 The membership of a Member Club terminates automatically if that Club ceases to be a Club approved by Golf Queensland.

13. REVIEW OF REJECTION OR TERMINATION

13.1 A Club whose application for membership has been rejected or whose membership has been terminated, or a Delegate whose representative status has been terminated under Rule 12 may, within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of its/his/her intention to seek review of the decision of the Management Committee.

13.2 Upon receipt of a notification of intention to seek review, the Management Committee shall convene, within two (2) months of the date of receipt of such notice, a General Meeting of the Association to review the decision. At any such meeting the applicant for review shall be given the opportunity to fully present its/his/her case. Subject to Rule 13.3, the review shall be determined by the vote of the members present at such meeting.

- 13.3 If a review is sought –
- (a) by a Member Club, that Club shall have no right to vote on the review by its Delegates;
 - (b) by a Delegate, that Delegate shall have no right to vote on the review and the Delegate's Club may be represented only by one (1) Delegate.
- 13.4 Where a Club, whose application for membership is rejected, does not seek review against the decision of the Management Committee within the time prescribed by these Rules or so seeks but the review is unsuccessful, the Secretary shall refund any application fee paid, unless the Club appeals under Rule 14 hereof.
- 13.5 No refund of fees shall be made to any Member Club whose membership is terminated.

14. APPEAL TO GOLF QUEENSLAND

- 14.1 Any Club or Delegate dissatisfied with the decision of the Association upon review under the lastmentioned Rule shall be entitled to appeal the decision to Golf Queensland.
- 14.2 Such appeal:-
- (a) Must be in writing setting out the grounds or other material relied upon by the appellant in support of the appeal.
 - (b) Must be delivered to the Association within one (1) month of the appellant's receipt of the Association's decision in writing.
 - (c) Must be delivered to the Association in duplicate.
- 14.3 The Association must, within one (1) month of receipt of the appeal, deliver to Golf Queensland:-
- (a) a copy of the appellant's appeal material;
 - (b) a report containing matters relied upon by the Association in making its decision and the Association's decision.
- 14.4 Golf Queensland may, in addition to any other powers it has:-
- (a) Seek written advices, submissions or reports from the appellant and/or the Association.

- (b) Determine the appeal on the basis of the written material before it.
- (c) Fix a date for the hearing of the appeal and invite the parties, by their representative, to attend and give oral evidence.
- (d) Determine the appeal or otherwise deal with the matter as it, in its exclusive power, considers appropriate.

14.5 A party to an appeal shall be furnished by the other with copies of any advices, submissions or reports delivered to Golf Queensland at the same time such are so delivered.

14.6 A Club whose appeal against rejection of membership is dismissed shall be entitled to refund of the application fee paid by it.

14.7 The Association, the Club or the Delegate, as the case may be, shall be bound by the decision of Golf Queensland.

14.8 An appeal under this Rule shall be regarded as a dispute referred by the Association for adjudication by Golf Queensland.

15. REGISTER OF MEMBERS AND DELEGATES

15.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and addresses of all Clubs admitted to membership of the Association and all Life Members of the Association.

15.2 Particulars shall also be entered into the Register of withdrawals, terminations and reinstatement of membership and, in the case of life membership, deaths and any further particulars as the Management Committee or any General Meeting may require from time to time.

15.3 Particulars shall also be entered of the name and address of each Delegate appointed to represent a Member Club.

15.4 The Register shall be open for inspection at all reasonable times by any member or Delegate who previously applies to the Secretary for such inspection.

15.5 A member of the Association or a Delegate must not –

- (a) use information obtained from the Register to contact, or send material to, another member of the Association or a Delegate for the purpose of advertising for political, religious, charitable or commercial purposes; or

- (b) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association or a Delegate for the purpose of advertising for political, religious, charitable or commercial purposes.

15.6 Sub-rule 15.5 does not apply if the use or disclosure of the information is approved by the Association.

16. APPOINTMENT OR ELECTION OF SECRETARY

16.1 The Secretary must be an individual residing in Queensland, who is –

- (a) a Delegate elected by the Association as Secretary; or
- (b) any of the following persons appointed by the Management Committee as secretary in the event of a casual vacancy-
 - (i) a member of the Association's Management Committee;
 - (ii) a Delegate;
 - (iii) another person.

16.2 If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month after incorporation.

16.3 If a casual vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.

16.4 If the Management Committee appoints a person mentioned in Sub-rule 16.1(b)(ii), or (iii) as Secretary to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.

16.5 In this Rule – “*casual vacancy*”, on the Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

17. REMOVAL OF SECRETARY

- 17.1 The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.
- 17.2 If the Management Committee removes a Secretary who is a person mentioned in Rule 16.1(b)(i), the person remains a member of the Management Committee.
- 17.3 If the Management Committee removes a Secretary who is a person mentioned in Rule 22 and who has been appointed to a casual vacancy on the Management Committee under Rule 16.5, the person remains a member of the Management Committee.

18. FUNCTIONS OF SECRETARY

- 18.1 The Secretary's functions include, but are not limited to –
- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the Association; and
 - (d) maintaining the Register of members and Delegates of the Association.

19. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 19.1 The Management Committee of the Association consists of a President, Vice President, Treasurer, and three (3) other Delegates or any other number of Delegates the Association members elect at a General Meeting.
- 19.2 A member of the Management Committee, other than a person appointed by the Management Committee under Rule 22, must be a Delegate of a Member Club.
- 19.3 At each Annual General Meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

20. ELECTING THE MANAGEMENT COMMITTEE

- 20.1 A member of the Management Committee may only be elected as follows –
- (a) any 2 financial members of a Member Club may nominate a Delegate or a person referred to in 20.2 (d) (the “*candidate*”) to serve as a member of the Management Committee;
 - (b) the nomination must be –
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to be held;
 - (c) each Delegate present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the Management Committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 20.2 A person may be a candidate only if the person—
- (a) is an adult; and
 - (b) a Delegate; and
 - (c) is not ineligible to be elected as a member under Section 61A of the Act.
 - (d) a financial member of a member club where the number of candidate delegates of that member club does not exceed 2 and the nomination of that member will not bring the total of candidates of that club to more than 2. Candidates in that event will be determined in the order received but the nomination of a Delegate will always take precedence over others. A person shall not be accepted where a written veto of the nomination is received from that person's club.
- 20.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.

- 20.4 If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 20.5 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised –
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.
- 20.6 In selecting candidates members will endeavour to ensure there are at Least 2 members of each gender nominated.

21. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 21.1 A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- 21.2 The resignation takes effect at –
- (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice – the later time.
- 21.3 A member may be removed from office at a General Meeting of the Association if a majority of the Delegates present and eligible to vote at the meeting vote in favour of removing the member.
- 21.4 Before a vote of Delegates is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 21.5 A member has no right of appeal against the members removal from office under this Rule.
- 21.6 A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

22. VACANCIES ON MANAGEMENT COMMITTEE

- 22.1 If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another person to fill the vacancy until the next Annual General Meeting.

22.2 The management Committee shall give preference to the appointment of a replacement of the same gender and from the member club of which the replaced member was a member and in the event no other delegate is available then a financial member of that club nominated by it. If no nomination is received before the next meeting of the committee then such person as the committee shall decide.

22.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

22.3 However, if the number of Committee members is less than the number fixed under Rule 25.1 as a quorum of the Management Committee, the continuing members may act only to –

- (a) increase the number of Management Committee members to the number required for a quorum; or
- (b) call a General Meeting of the Association.

23. FUNCTIONS OF MANAGEMENT COMMITTEE

23.1 Subject to these Rules or a resolution of the Delegates carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.

23.2 The Management Committee has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

23.3 The Management Committee may exercise the powers of the Association –

- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and

- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the Association may from time to time decide.

23.4 For Sub-rule 23.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –

- (a) the financial institution for the Association; or
- (b) if there is more than 1 financial institution for the Association – the financial institution nominated by the Management Committee.

24. MEETINGS OF MANAGEMENT COMMITTEE

- 24.1 Subject to this Rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 24.2 The Management Committee must meet at least once every four (4) months to exercise its functions.
- 24.3 The Management Committee must decide how a meeting is to be called.
- 24.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 24.5 The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 24.6 A Committee member who participates in the meeting as mentioned in Sub-rule 24.5 is taken to be present at the meeting.
- 24.7 A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.8 A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the

member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

24.9 The President is to preside as Chairperson at a Management Committee meeting or, in the absence of the President, the Vice President.

24.10 If there is no President or Vice President or if the President or Vice President is not present within ten (10) minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as Chairperson at the meeting.

25. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

25.1 At a Management Committee meeting, more than fifty per centum (50%) of the members elected to the Committee as at the close of the last General Meeting of the members form a quorum.

25.2 If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.

25.3 If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee—

- (a) the meeting is to be adjourned for at least one (1) day; and
- (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

25.4 If, at an adjourned meeting mentioned in Sub-rule 25.3, there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

26. SPECIAL MEETING OF MANAGEMENT COMMITTEE

26.1 If the Secretary receives a written request signed by at least thirty-three per centum (33%) of the members of the Management Committee, the Secretary must call a Special Meeting of the Committee by giving each member of the Committee notice of the meeting within fourteen (14) days after the Secretary receives the request.

26.2 If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

26.3 A request for a Special Meeting must state –

- (a) why the Special Meeting is called; and
- (b) the business to be conducted at the meeting.

26.4 A notice of a Special Meeting must state –

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

26.5 A Special Meeting of the Management Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Management Committee.

27. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

27.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.

27.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

28. APPOINTMENT OF SUB-COMMITTEES

28.1 The Management Committee may appoint a sub-committee consisting of Delegates considered appropriate by the Committee to help with the conduct of the Association's operations.

28.2 A member of the sub-committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.

28.3 A sub-committee may elect a Chairperson of its meetings.

28.4 If a Chairperson is not elected, or if the Chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chairperson of the meeting.

28.5 A sub-committee may meet and adjourn as it considers appropriate.

28.6 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

29.1 An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.

29.2 Sub-rule 29.1 applies even if the act was performed when –

(a) there was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the Management Committee; or

(b) a Management Committee member, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

30. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

30.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.

30.2 A resolution mentioned in Sub-rule 30.1 may consist of several documents in like form, each signed by 1 or more members of the Committee.

31. FIRST ANNUAL GENERAL MEETING

31.1 The first Annual General Meeting must be held within six (6) months after the end date of the Association's first reportable financial year.

32. SUBSEQUENT ANNUAL GENERAL MEETINGS

32.1 Each subsequent Annual General Meeting must be held –

(a) at least once each year; and

(b) within six (6) months after the end date of the Association's reportable financial year.

33. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS

33.1 This Rule applies only if the Association is –

- (a) a level 1 incorporated Association; or
- (b) a level 2 incorporated Association to which section 59 of the Act applies; or
- (c) a level 3 incorporated Association to which section 59 of the Act applies.

33.2 The following business must be conducted at each Annual General Meeting of the Association –

- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Management Committee;
- (d) for a level 1 incorporated Association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated Association, or a level 3 incorporated Association, to which Section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

34. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS

34.1 This Rule applies only if the Association is a level 2 incorporated Association to which Section 59A of the Act applies.

34.2 The following business must be conducted at each Annual General Meeting of the Association –

- (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the Management Committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

35. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS

- 35.1 This Rule applies only if the Association is a level 3 incorporated Association to which Section 59B of the Act applies.
- 35.2 The following business must be conducted at each Annual General Meeting of the Association –
- (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee.

36. NOTICE OF GENERAL MEETING

- 36.1 The Secretary may call a General Meeting of the Association.
- 36.2 The Secretary must give at least fourteen (14) days notice of the meeting to each Member Club.
- 36.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 36.4 The Management Committee may decide the way in which the notice must be given.
- 36.5 However, notice of the following meetings must be given in writing –
- (a) a meeting called to hear and decide a review under Rule 13.
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- 36.6 A notice of a General Meeting must state the business to be conducted at the meeting.

37. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 37.1 The quorum for a General Meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last General Meeting plus 1.

- 37.2 However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.
- 37.3 No business may be conducted at a General Meeting unless there is a quorum when the meeting proceeds to business.
- 37.4 If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- 37.5 If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee or the Association –
- (a) the meeting is to be adjourned for at least seven (7) days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 37.6 The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 37.7 If a meeting is adjourned under Sub-rule 37.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 37.8 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 37.9 If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

38. PROCEDURE AT GENERAL MEETING

- 38.1 A Delegate may take part and vote in a General Meeting in person or, with the consent of the Management Committee, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 38.2 A member who participates in a meeting as mentioned in Sub-rule 38.1 is taken to be present at the meeting.
- 38.3 At each General Meeting –
- (a) the President is to preside as Chairperson; and

- (b) in the absence of the President, the Vice President is to preside as Chairperson; and
- (c) if there is no President or Vice President or if the President or Vice President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Delegates present must elect 1 of their number to be Chairperson of the meeting; and
- (d) the Chairperson must conduct the meeting in a proper and orderly way.

39. VOTING AT GENERAL MEETING

- 39.1 At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Delegates present.
- 39.2 Each Delegate present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- 39.3 A Delegate is not entitled to vote at a General Meeting if the Member Club he or she represents is in arrears with dues.
- 39.4 The method of voting is to be decided by the Management Committee.
- 39.5 However, if at least twenty per centum (20%) of the Delegates present demand a secret ballot, voting must be by secret ballot.
- 39.6 If a secret ballot is held, the Chairperson must appoint 2 Delegates to conduct the secret ballot in the way the Chairperson decides.
- 39.7 The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

40. SPECIAL GENERAL MEETING

- 40.1 The Secretary must call a Special General Meeting by giving each Member Club notice of the meeting within fourteen (14) days after –
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by –

- (i) at least thirty-three per centum (33%) of the number of members of the Management Committee when the request is signed; or
- (ii) at least the number of Delegates equal to half the number of Delegates of Member Club of the Association when the request is signed plus 1; or

40.2 A request mentioned in Sub-rule 40.1(b) must state –

- (a) why the Special General Meeting is being called; and
- (b) the business to be conducted at the meeting.

40.3 A Special General Meeting must be held within three (3) months after the Secretary –

- (a) is directed to call the meeting by the Management Committee; or
- (b) is given the written request mentioned in Sub-rule 40.1(b);

40.4 If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

41. MINUTES OF GENERAL MEETINGS

41.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.

41.2 To ensure the accuracy of the minutes –

- (a) the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
- (b) the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

41.3 If asked by a Delegate or Member Club, the Secretary must, within twenty-eight (28) days after the request is made –

- (a) make the minute book for a particular General Meeting available for inspection by the requester (or its nominee) at a mutually agreed time and place; and

(b) give the requester copies of the minutes of the meeting.

41.4 The Association may require the requester to pay the reasonable costs of providing copies of the minutes.

42. BY-LAWS

42.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.

42.2 A by-law may be set aside by a vote of Delegates at a General Meeting of the Association.

43. ALTERATION OF RULES

43.1 Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a General Meeting.

43.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

44. COMMON SEAL

44.1 The Management Committee must ensure the Association has a common seal.

44.2 The common seal must be –

- (a) kept securely by the Management Committee; and
- (b) used only under the authority of the Management Committee.

44.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by –

- (a) the Secretary; or
- (b) another member of the Management Committee; or
- (c) someone authorised by the Management Committee.

45. FUNDS AND ACCOUNTS

- 45.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 45.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 45.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 45.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 45.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following –
- (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) the Treasurer;
 - (e) any 1 of 3 other Delegates who have been authorised by the Management Committee to sign cheques issued by the Association.
- 45.6 However, 1 of the persons who signs the cheque must be the President, the Vice President, the Secretary or the Treasurer.
- 45.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 45.8 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 45.9 All expenditure must be approved or ratified at a Management Committee meeting.

46. GENERAL FINANCIAL MATTERS

- 46.1 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 46.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

47. DOCUMENTS

47.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

48. FINANCIAL YEAR

48.1 The end date of the Association's financial year is 31st December in each year.

49. PATRON

49.1 The Association, at any Annual General Meeting, may appoint some person to be Patron of the Association.

49.2 The appointee as Patron shall hold that office until determined by the Association in General Meeting.

49.3 The Patron shall be entitled to attend General Meetings but shall not be entitled to vote.

50. MEMBERSHIPS OF MEMBER CLUBS

50.1 A Member Club shall not accept for membership any person who is a member, or former member, of another Member Club unless that person produces with application for membership a clearance from his or her Club or former Club certifying that he or her is not in arrears in respect of annual fees, levies, charges or the like.

51. POWER TO LEVY

51.1 The Association shall have the power to levy each Member Club to the extent of the amount of any capitation fee or other fee or charge imposed or levied upon the Association by Golf Queensland and must pay the same to Golf Queensland.

51.2 The Association shall have the power to levy for its own purposes each Member Club to such extent as may be determined by the Association in General Meeting. No levy shall be imposed unless the resolution to levy is passed by a majority of the Delegates voting who also represent at least half of the Member Clubs rounded down in the case of an odd number.

- 51.3 A member of a Member Club shall not be entitled to compete in a controlled event if a levy made by the Association upon a Member Club of which that person is a member is outstanding.

52. NEGATION OF SECTION 47(1) OF THE ACT

- 52.1 Section 47(1) of the Act does not apply to this Association.

53. REGISTERED OFFICE

- 53.1 For the purposes of the Act the Registered Office of the Association shall be the permanent residential address of the President of the Association in the State or such other address as the Management Committee may from time to time determine.
- 53.2 The Management Committee shall ensure that the Association has a registered office at all times.

54. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 54.1 This Rule applies if the Association –
- (a) is wound-up under Part 10 of the Act; and
 - (b) has surplus assets.
- 54.2 The surplus assets must not be distributed among the members of the Association.
- 54.3 The surplus assets must be given to another entity –
- (a) having 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.
- 54.4 In this Rule— “*surplus assets*” see Section 92(3) of the Act.