

MACKAY GOLF CLUB INC.

RULES

NAME

1. The name of the incorporated association shall be "MACKAY GOLF CLUB INC." (In these Rules called "the Association")

OBJECTS

2. The objects for which the Association is established are:-
 - (a) To promote, encourage and foster the game of golf and athletic sports and pastimes and to encourage social life between members of the Association.
 - (b) to promote and hold either alone or jointly with any other Association, club or person, meetings, competitions and matches for the playing of golf or other athletic sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefore.
 - (c) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or associated or amalgamated with, any other Association or Club, whose objects are similar or in part similar, to the objects of the Association, or the establishment or promotion of which may be beneficial to this Association, and to join and become a member of any authority controlling golf in Queensland for the time being.

POWERS

3. The powers of the Association are:-
 - (a) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Mackay Golf Club";
 - (b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (10);
 - (c) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises according to law;
 - (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association:

Provided that in case the Association shall take or hold any property which may be subject to any trust and the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- (e) To enter into any 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; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association;
- (g) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof;
- (i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all

- or any part of the property and rights of the Association according to law;
- (o) To 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 or the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
 - (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (4);
 - (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
 - (r) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
 - (s) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28.10;
 - (t) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 - (u) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the association is authorised to amalgamate;
 - (v) To make donations for patriotic, charitable or community purposes;
 - (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
 - (x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

ELIGIBILITY FOR MEMBERSHIP

- 4.1 Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the Thirtieth day of June 1984, agrees orally or in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who previously to his agreeing orally or in writing to become a member of the Association has paid his subscription due on the First day of February 1984, as a member of the unincorporated association, shall not be liable to pay any further sub by way of annual subscription to the association for the period prior to the First day of February 1985.

- 4.2 Membership of the Association shall be open to any person of good character and repute who is interested in playing golf and who has attained the age of eighteen years and whose membership is likely to be compatible with the existing members of the Association.

CATEGORIES OF MEMBERSHIP

5. There shall be the following categories of membership:-

5.1 Life Members

Life members shall be exempted from payment of annual subscriptions and levies. They shall be entitled to vote hold office on the Committee or otherwise take part in the management of the Association and shall be entitled to all privileges connected with ordinary membership of the Association.

5.2 Ordinary Members

Ordinary members shall be entitled to vote hold office on the Committee or otherwise take part in the management of the Association and shall be entitled to all privileges connected with membership of the Association.

5.3 Country Members and Associate members

Full members and full associate members of any other Golf Club who shall reside more than 100 kilometres by road from the Mackay Golf Club or who in the opinion of the Committee are not likely to reside within such radius for periods exceeding three months in the aggregate in any financial year shall be admitted as Country Members and Country Associate Members and shall pay membership fees at a reduced rate.

A Country Member or Country Associate Member shall have the same access to the Clubhouse amenities as ordinary members of the Association and may play on the course on annual leave or normal visits to Mackay a maximum of six games per year, or such other number as the Committee may from time to time decide, on the payment of such green fess as the Committee may from time to time prescribe and shall be eligible to play in such competitions and tournaments as the Committee may from time to time determine.

5.4 Limited Playing Members

Limited playing members shall be entitled to use the Clubhouse Facilities on the Association's land and shall be entitled to play golf on the Association Links not more than six times in any year but shall not be eligible to play in any golf competition conducted by the Association and shall not be entitled to vote or to hold office.

5.5 Provisional Members

Persons who are qualified to apply and who have applied for any category of membership and have been considered as satisfactory by the Committee but cannot be admitted to the relevant category of membership until vacancies occur in that category may be admitted as a provisional member. Such persons shall be entitled to enjoy such rights privileges and benefits of membership as may be determined from time to time by the Committee.

5.6 Honorary Members

The Committee shall have power to grant honorary membership to any persons of distinguished positions or attainments and to grant them any rights in respect of the Clubhouse Facilities as the Committee may determine. The Committee may revoke the admission of any honorary member at any time without notice. An honorary member shall not be entitled to vote and shall not be eligible to hold office.

Note: Rule 5.7 amended at 2001 AGM

5.7 Midweek Members

Ladies and gentlemen over the age of eighteen years may be admitted as Midweek Members. Midweek Members shall have full access to the Clubhouse facilities at all times as such access is available to ordinary members, however Midweek Members' entitlement to the use and enjoyment of the golf course shall be limited to normal playing hours on Monday to Friday inclusive. A Midweek Member shall not be entitled to vote or hold office.

5.8 Temporary Members

Any person residing permanently more than 100 kilometres from the General Post Office at Mackay may upon nomination of any member and subject to the approval of the Committee be admitted as a temporary member for a period not exceeding three (3) months on payment of such fees as the Committee may determine. Temporary members shall not be entitled to vote and shall not be entitled to hold office and shall be entitled to such privileges of membership as the Committee may determine.

5.9 Non Playing Members (new Rule adopted 1992 AGM)

Persons who do not wish to be eligible to play golf but who wish to support the game of golf may apply for election (or transfer) as Non-playing Members and as such shall not be entitled to play golf either in competitions or socially but shall be entitled to the use of all other facilities of the Club and shall pay such fees and subscriptions as are prescribed. Non-playing members shall not be entitled to vote and shall not be entitled to hold office.

5.10 Intermediate Members (new Rule adopted 2003 AGM)

Persons whose ages are between 18 years and 21 years in the year of admission to membership may be admitted as intermediate members. An intermediate member attaining the age of 21 years shall cease to be such a member at the end of the then financial year and subject to the approval of the Committee may transfer to membership or midweek membership of the Association. No entrance fee shall be payable”.

The Committee shall have the power to limit from time to time the number of members in any category or categories of membership and the Committee may whenever it thinks fit register an increase of members.

VISITORS

6. Any person nominated by a member may subject to the power of the Committee to veto, be admitted as a visitor to the Clubhouse and/or Association Links. The introducing member shall in all cases enter the name and address of the person introduced as a visitor in the "Visitors' Book" provided for the purpose and shall pay such playing competition or green fees as may from time to time be prescribed by the Committee.

JUNIOR GOLF CLUB

Note: Rule 7 amended at 2001 AGM and further at 2003 AGM

7. Members of the Mackay Junior Golf Club, who shall be under the age of 18 years at the commencement of the then financial year shall be permitted to play on the course and use the facilities of the Clubhouse save and except the bar and gaming machines and participate in club competitions upon such terms and conditions, subject to such restrictions and payment of such fees as the Committee may from time to time determine and they shall be subject to those rules and by-laws of the Club insofar as they are applicable. They shall not be sold or supplied any alcoholic liquor. On attaining the age of 18 years a member of the Junior Golf Club may with the approval of the Committee be admitted to intermediate membership. No entrance fee shall be payable on such admission to membership.

LIFE MEMBERSHIP

8. "Honorary Life Membership may be granted by resolution passed at a general Meeting of the Association to any member not being in arrears with the annual subscription. Notice of intention to move such resolution shall be given with the notice of the General Meeting.

To be eligible for nomination:

1. The nominated member will have displayed outstanding dedication and service to the Association (and its predecessor in title) and the game of golf and subject to the following:-
 - (a) *The nominated member will have been a full member of the Association for a minimum of 15 years. In determining the period of membership account shall be taken of:-*
 - (i) in the case of a male member, the collective years of full membership since incorporation of the Association together with the period of full membership of Mackay Golf Club prior to incorporation of the Association.
 - (ii) in the case of a lady member, the collective years of full membership since incorporation of the Association together with the period of membership of Mackay Golf Club as an Associate Member prior to incorporation of the Association.

- (b) The nominated member will have served a minimum of six full terms (either collectively or otherwise) on the Management Committee of the Association or, prior to the incorporation of the Association, on the Committee of Mackay Golf Club or on the Associate's Committee of the Mackay Golf Club.
 - (c) The nominated member will have attained the age of 60 years.
2. The number of life members shall not exceed 1% of the Total Membership (at the time of the Annual General Meeting) up to a maximum of ten (10)."

NOMINATION AND ELECTION OF MEMBERS

9. Full membership of the Association shall be open to any person of good character and repute who has attained the age of eighteen years and whose membership is likely to be compatible with existing members of the Association.

Particulars of all nominations (other than as honorary or temporary members) to the Association, shall forthwith upon the making of the same, be entered in the order of time in which such nominations are received by the Secretary, in a "Proposed Members Register" to be kept by the Secretary showing the full name and address of the person proposed and the time and date of the receipt by the Secretary of the nomination. Every nomination for membership shall be dealt with and determined in the order of priority in which it is received, provided however that for the purpose of inquiring with respect of the person proposed, the matter of dealing with and determining the nomination may be dealt with and determined during that period but only if:-

- (i) The vacancy in respect of which the postponed nomination is required to be dealt with and determined is kept open during the period of postponement; and
 - (ii) The postponed nomination is dealt with and determined forthwith upon the expiration of the period of the postponement thereof and in priority to any and every nomination then subsisting or thereafter to be made.
- (a) The names and addresses of the persons nominated as members (other than as honorary or temporary members) of the Association shall be displayed in a conspicuous place in the Association premises for at least seven days before their election and an interval of not less than fourteen days shall elapse between the nomination and election of such member.
 - (b) All nominations for membership (other than honorary, temporary or associate members) of the Association shall be dealt with and determined by election by the general body of members or by the Committee at a meeting or meetings duly convened, and the Secretary shall keep a record in a Members Admission Book, of the time and date of such meeting or meetings, the names of the members present and voting on the question of the admission of each and every person nominated as a member at such meetings and of the proposed members and whether they are accepted as a member or not.
 - (c) (1) A person whose application for membership has been rejected may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the rejection of his application for membership.

- (2) Upon receipt of a notification of intention to appeal against rejection of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership subsequently shall likewise have the opportunity of presenting its or their case. The Appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.
- (d) A Register of Members of the Association for the time being shall be kept on the Association's premises. Such register shall set forth the names in full, the occupations and addresses of all members of the Association, and the date of the latest payment by each member of his subscription.
- (e) All nominations must be proposed and seconded by two members of the association and shall be made in the form prescribed by the Management Committee from time to time.
- (f) All nominations for membership must be accompanied by the applicable entrance fee.
- (g) On the election of each new member the Secretary shall forthwith supply such members with a copy of the Rules of the Association and notify him that he has been elected and advise him of the annual subscription payable to the Association.

RESIGNATIONS

10. A member may at any time by giving notice in writing to the Secretary of the Association, resign his or her membership from the Association., but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation.

MISCONDUCT OF MEMBERS

- 11.1 The Committee shall have power to reprimand, suspend or expel any member:-
- (i) Who wilfully infringes any rule or By-Law of the Association: or
 - (ii) Whose conduct in or out of the Association shall in the opinion of the Committee be derogatory to the character of a gentleman or prejudicial to the interests of the Association
- but no member shall be reprimanded, suspended or expelled without being first summoned before the Committee to explain his conduct, nor unless a majority of two-thirds of the Committee then present shall vote for his reprimand, suspension or expulsion.
- 11.2 When the Committee resolves that the conduct of a member of any category has been such as to warrant investigation the Secretary/Manager shall forward to such member a

notice in writing requesting the member to appear before the Committee at the Clubhouse at a time and a date to be stated in such notice. The notice shall also state briefly the nature of the alleged conduct of such member being investigated. Not less than seven days shall elapse between the date of posting of such notice and the date of the meeting of the Committee at which the investigation is to be dealt with.

- 11.3 The notice so requesting a member to appear before the Committee shall operate ipso facto to suspend such member from the rights and privileges of membership and the right of entering the Association's premises pending the Committee's decision on the matter provided that if the Committee shall make no decision on the matter within a period of twenty-one days from the date of the notice to the member such suspension shall be lifted automatically at the expiration of such month.
- 11.4 At the meeting of the Committee at which the investigation is to be dealt with and after obtaining such information as shall be available regarding the alleged conduct of the member including such information as the member concerned may offer either in person or in writing the Committee shall resolve as follows:-
- (i) That there has been no misconduct disclosed by the investigations; or
 - (ii) That misconduct has been disclosed but is of such a nature as not to warrant any disciplinary action: or
 - (iii) That there has been misconduct for which the member concerned shall be reprimanded, suspended for a period of time up to but not exceeding six months from the date of the Committee Meeting or expelled from the Association.
- 11.5 No member so summoned shall be entitled to be represented by Counsel, Solicitor or Agent on the hearing of such charge.
- 11.6 If the member shall fail to appear before the Committee within fifteen minutes of the time stated in the notice requesting his appearance the Committee may proceed to deal with the matter in his absence.
- 11.7 The decision of the Committee shall be conveyed to the member concerned immediately after it has been given if such member is personally present or in writing as soon as possible thereafter if such member is not personally present.
- 11.8 If a member shall be reprimanded or suspended for a period of time, the Secretary/Manager shall cause an entry to be made accordingly in respect of such member in the Register of Members. If a member shall be expelled he shall immediately cease to be a member of the Association and the Secretary/Manager shall cause an entry to be made accordingly in respect of such member in the Register of Members.
- 11.9 A member who shall have been suspended pending the hearing by the Committee of the charge brought against him, or suspended by the Committee after the hearing of such charge, shall remain liable to pay to the Association his subscription during such suspension.
- 11.10 A member expelled from the Association shall not be entitled to a refund of any annual subscription, locker fees, levy fees or any other charges or subscriptions whatsoever.
- 11.11 A member has a right to appeal against the Management Committee decision to the next general meeting of the Association or to a special general meeting which shall be called at the earliest possible date in accordance with the provisions contained in the Rules relating to meetings, such appeal to have precedence over all other business. The

decision of the Management Committee may be set aside or varied by such meeting by a majority vote of those present.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

Note: Changes to Rule 12 adopted at 2001 AGM and further at Special General Meeting 14 July 2008

- 12.1 The entrance fees and subscriptions payable annually by the several categories of members of the association shall be such as the Association in general meeting shall from time to time prescribe and thereafter may be adjusted at the discretion of the Committee according to the annual variation in the Australian Government Statistician's Consumer Price Index (All Groups) for the City of Brisbane published for the twelve (12) month period ending on the quarter immediately preceding the end of that financial year of the association.
- 12.2 Ordinary members and associate members annual subscriptions, locker fees, green fees, levies and any other charges shall be payable at the election of each member by one of the following methods:-
- a. by payment in advance in full on the first day of each financial year of the association;
 - b. by equal half yearly instalments due and payable on the first day of that financial year of the association, and the first day of the seventh month of that financial year of the association; or
 - c. by monthly instalments in accordance with the payment plan approved by the management committee from time to time.
- 12.3
- a. The Secretary/Manager shall during the month immediately preceding the first month of the financial year of the association notify all members of the amount of subscriptions, locker fees, green fees, levies and any other charges due for the ensuing financial year of the association. Members shall before the end of August advise the secretary/manager which method of subscription payment they have elected to accept and in the event of a member failing to provide those advices by that day, the member shall be deemed to have accepted the obligation to pay in full in advance all fees and charges due for the ensuing financial year of the association (category (a)).
 - b. Members electing to pay annually (category (a)) shall pay all fees and charges by the first day of that financial year of the association.
 - c. Members electing to pay by equal half yearly instalments shall pay all fees and charges in equal instalments due and payable by a first instalment on the first day of that financial year of the association and the final instalment by the first day of the seventh month of that financial year of the association.
 - d. Members electing to pay by monthly instalments (category (c)) shall make when due, consecutive monthly payments in accordance with the approved management plan.
 - e. Any member who has not paid their fees and charges by the final date due for payment shall be deemed to be unfinancial.

- f. A prepaid letter shall be sent to any unfinancial member during the first week of the following month informing him/her of the amount of annual subscription, locker fees, green fees and any other charges payable by that member (or in the event of half yearly payments the amount owing for that half yearly payment or the amount owing for that monthly payment as the case may be) and in the event default payment is not remedied by the end of that month (or in the event no satisfactory arrangements have been made as provided for in Rule 12.4 hereof) such member shall be declared by the committee to be no longer a member of the association and the name of the member shall be removed from the register of members and he/she shall thereupon cease to exercise or be entitled to any of the privileges of membership.
- 12.4 The Committee shall have the power to make special arrangements for the payment of any fees with any member or ex-member.
- 12.5 The Committee may remit or suspend payment of entrance fees in respect of all or any categories of members for such period or periods as may be determined by the Committee.
- 12.6 No member whose subscription is in arrears after the last day of the month in which the subscription is payable shall while so in arrears be eligible for any association competition.

LEVIES

13. The Committee with the sanction of the general meeting of the Association may make a levy upon the members (other than life members and honorary members) not to exceed a half year's subscription. If such levy is not paid within three months from the date thereof then any member who has not paid such levy may be declared by the Committee to be no longer a member of the Association and he/she shall be notified by the Secretary/Manager to that effect and shall thereupon cease to enjoy or exercise any of the privileges of membership and his name shall be erased from the list of members.

MEMBERSHIP OF MANAGEMENT COMMITTEE

Note Changes to the Rules adopted at the Annual General Meeting held on 8th December 2008

- 14.1 *The Management Committee of the Association shall consist of a President, Treasurer, Captain, Course Director, Membership Director, Development/Infra structure Director all of whom shall be members of the Association and all of whom shall be elected at the Annual General Meeting of members.*
- 14.2 At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 14.3 The election of officers and other members of the Management Committee shall take place in the following manner:-
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee. Any financial member may be nominated for one or more positions on the Committee but when elected to any one position, his nomination for any further

positions shall lapse.

- (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary no later than 5 p.m. on the Friday immediately preceding the annual general meeting at which the election is to take place;
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association on the Saturday morning immediately preceding the annual general meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

- 14.4 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation 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 or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON MANAGEMENT COMMITTEE

- 15.1 The position of any member of the Management Committee shall be declared vacant if he or she:-
- (i) fails to attend three consecutive meetings of the Committee without having obtained leave of absence or without a reason acceptable to the Committee.
 - (ii) resigns
 - (iii) dies
 - (iv) ceases to be a member of the Association
 - (v) becomes bankrupt or makes any arrangement or composition with his creditors generally
 - (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
 - (vii) holds any office of profit under the Association
 - (viii) is removed from office by a special resolution of the members of the Association present and voting at an extraordinary general meeting of the Association called for that purpose, or
 - (ix) if his/her spouse, parents, brothers, sister or his/her issue are or at any time become employees of the Association.

- 15.2 In the event of the members of the Association removing any member of the Management Committee from his or her position before the expiration of his or her period of office the Association members may by an ordinary resolution appoint another person in his or her stead. The person so appointed shall hold the position only until the next following Annual General Meeting and for the purpose of determining the number of Committee Members to resign at the following Annual General Meeting any person appointed a Committee Member pursuant to this Rule shall be deemed to be a person appointed to fill a casual vacancy during the preceding year.
- 15.3 In the event of the position of any member of the Management Committee being declared vacant under Section 15.1 Nos. (i) to (vii) inclusive or No. (ix), the Management Committee may at its discretion appoint a successor to hold office until the next election at the Annual General Meeting of the Association.

MEETINGS OF MANAGEMENT COMMITTEE

Note Changes to the Rules adopted at the Annual General Meeting held on 8th December 2008

- 16.1 The Management committee shall meet at least once every calendar month to exercise its functions.
- 16.2 A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 16.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 16.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 16.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 16.6 Except in the case of an emergency meeting convened in accordance with the provisions of sub-rule (7) hereof, not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 16.7 The Secretary may with the approval of two members of the Management Committee,
- (i) upon receipt of a written complaint alleging serious misconduct on behalf of a member of the Association, or
 - (ii) being given notice of a matter of such importance that the immediate attention

- of the Management Committee is required thereon,
within forty-eight (48) hours of receipt of such complaint or notice call a special meeting of the Management Committee by giving either oral or written notice to at least 90% of the members of the Management Committee.
- 16.8 *The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairman of the meeting.*
- 16.9 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 16.10 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 16.11 A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 16.12 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 16.13 All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 16.14 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting 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.

FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE

- 17.1 Except as otherwise provided by these Rules and subject to resolution of the members of the Association carried at any general meeting the Management Committee -
- (a) shall have the general control and management of the administration of the

affairs, property and funds of the Association; and

- (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

17.2 The Management Committee may exercise all the powers of the Association -

- (a) to borrow or raise or secure the payment of money in such manner fit and secure the same or the payment performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time determine.

PROVIDED THAT the authority of the Management Committee in relation to the powers set forth in Rule 17.2 (a) and (b) hereof shall be restricted so that the amount raised, incurred, expended, contracted, guaranteed or any encumbrance offered shall not exceed the amount of value of twenty -five per centum of the previous financial year's gross income without the approval of the members of the Association PROVIDED FURTHER THAT without having first obtained the consent of the members the Management Committee shall not sell transfer lease assign or otherwise dispose of any lands which the Association is registered or entitled to be registered as proprietor or Lessee, such consent being determined by a resolution approved by at least seventy-five percent (75%) of the members present at a Special General Meeting called in accordance with the manner herein prescribed by these Rules.

17.3 In addition to the foregoing powers and without limiting the generality of the powers hereinbefore conferred upon the Committee or derogating therefrom the Committee shall also have the following powers:-

- (a) To appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit;
- (b) To arrange all Association tournaments, competitions and matches and to fix the dates thereof and to alter such dates if occasion shall require and to settle all disputes in connection therewith;
- (c) To make such arrangements as it may decide for reciprocity of members with other Golf Clubs.

17.4 At the first meeting or the Management Committee the Committee shall appoint:-

- (a) a Men's Match Committee either from the male members of the Management Committee or other male members of the Association;
- (b) a Ladies match committee either from the female members of the Management Committee or other female members of the Association.

Such Committee shall have the following functions:-

- (i) From time to time to handicap the members for play and report such handicaps to the Secretary of the Association;
- (ii) Subject to the Rules and By-Laws of the Association arrange competitions and matches for the respective members.

In the event of any dispute arising between such Committees such dispute shall be determined by the Management Committee of the Association.

BY-LAWS

18.1 The Committee shall have the power to make and from time to time alter and repeal all such By-Laws as it may deem necessary or expedient or convenient for the proper management of the Association and in particular but not exclusively such By-Laws may regulate:-

- (i) Unless otherwise herein set out the admission of honorary and temporary members of the Association and the rights and privileges of such members as well as members other than life, ordinary and country.
- (ii) The terms and conditions upon which honorary guests, children or members of the Association and visitors shall be permitted to use the premises and property of the Association.
- (iii) The times of opening and closing the links and grounds, Clubhouse and premises of the Club or any part thereof.
- (iv) The By-Laws to be observed and prizes or stakes to be played for by members of the Association playing any games on the property of the Association.
- (v) The prohibition of particular games on the property of the Association entirely or at any particular time or times.
- (vi) The conduct of members of the Association in relation to one another and to the Association's servants.
- (vii) The setting aside of the whole or part or parts of the Association's premises for members associate members or any other class or classes of members at any particular time or times or for any particular purpose or purposes.
- (viii) The procedure at general meetings of the Association and meetings of the Committee.
- (ix) And generally all such matters as are commonly the subject matter of Association By-Laws.

18.2 Any By-Law made under these Rules shall come into force and have the full authority of a By-Law of the Association on being posted up on the Notice Boards provided nevertheless that no By-Law shall be inconsistent with or shall effect or repeal anything contained in the Rules of the Association and that any By-Laws may be set aside by a special resolution of any general meeting of the Association by any action taken by the Committee in terms of any By-Law which may be so set aside shall be held valid for the period preceding such setting aside.

ELIGIBILITY TO VOTE

19. No member shall be entitled to vote at any meeting of the Association held after the last day in February unless all moneys then due from the member to the Association have been paid.

ANNUAL OR GENERAL MEETINGS

- 20.1 The annual general meeting shall be held within three months of the close of the financial year.
- 20.2 The business to be transacted at every annual general meeting shall be -
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) to deal with any motions of which notice may be necessary;
 - (d) the election of members of the Management Committee; and
 - (e) the appointment of an auditor;
 - (f) such general business as may be brought forward by the Committee or by any financial member and specified in the notice calling the meeting.
21. The secretary shall convene a special general meeting-
- (a) when directed to do so by the Management Committee; or
 - (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat. The Special General Meeting shall be called no later than twenty-one (21) days from the date of receipt of the requisition; or
 - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 22.1 At any general meeting the number of members required to constitute a quorum shall be ten percent of the members of the Association.
- 22.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 22.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present

within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- 22.4 The Chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjournment or of the business to be transacted at an adjourned meeting.
- 23.1 The secretary shall convene all general meetings of the Association by giving not less than 7 days notice of any such meeting to the members of the Association.
- 23.2 The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
24. Unless otherwise provided by these Rules, at every general meeting -
- (a) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
 - (b) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present;
 - (d) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote;
 - (e) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - (f) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of the next succeeding general meeting or annual general meeting.

PATRON and PATRONESS

25. The Men's Match Committee will nominate a gentleman to be Patron of the Association. His name will then be submitted to the Management Committee before the last Management Committee Meeting prior to the Annual General Meeting. The Ladies' Match Committee will nominate a lady to be Patroness of the Association. Her name will then be submitted to the Management Committee before the last Management Committee Meeting prior to the Annual General Meeting. Following their acceptance their names will be announced at the Annual General Meeting. In the event that either or both the nominated Patron and Patroness shall not be a member of the association at the time of their appointment to such office they shall be entitled to full privileges of membership of the Association without payment of entrance fee or subscription.

26. DELETED

TRADING HOURS, SALE OF LIQUOR AND PROHIBITED PERSONS

- 27.1 No liquor shall be sold or supplied or consumed on the Association's premises on any days or during such hours, or sold or supplied or permitted to be consumed by such persons, as are prohibited by Act of Parliament or Lawful Proclamation.
- 27.2 Deleted 08.03.1993 (1992 AGM)
- 27.3 No liquor shall be sold or supplied to any person under the age stipulated by act of Parliament or Lawful Proclamation.
- 27.4 No payment shall be made to any officer or employee of the Association, by way of commission or allowance from the receipts of the Association for liquor sold or supplied or from any other source whatsoever.

FUNDS AND ACCOUNTS

Rule 28.2 & 28.4 amended at 2003 AGM

- 28.1 The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee may from time to time direct.
- 28.2 Proper books and accounts shall be kept and maintained either in written, printed, or electronic means showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 28.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 28.4 All cheques shall be signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- 28.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- 28.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 28.7 All expenditure shall be approved or ratified at a Management Committee meeting.

- 28.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of -
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 28.9 All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 28.10 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper rent for premises demised or let to the Association.

ALTERATION OF RULES

29. Subject to the provisions of the Associations Incorporation Act 1981 and subject to the Liquor Act 1912 to 1982, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or alteration shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane and the Licensing Commission.

COMMON SEAL

30. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a Sub-Committee of Committeemen authorised by the Committee in that behalf and every instrument to which the seal is affixed shall be signed by a Committeeman and shall be countersigned by the Secretary/Manager or by a second Committeeman or by some other person appointed by the Committee for that purpose.

ADDRESSES OF MEMBERS

31. Every member of the Association shall be responsible for informing the Association in writing of any change in the postal address to which communications from the Association may be sent. The Secretary/Manager shall promptly record any such change of address in the Register of Members.

NOTICES

32. A notice may be given by the Association to any member either personally or by sending it by post to him at his last address notified in writing to the Association. Where a notice is sent by post, service of the notice be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and shall be deemed to have been effected on the second day following that on which the letter, envelope, or wrapper containing the same is posted. In proving such service, it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly prepaid, and addressed and put in the Post Office or other public postal receptacle. A certificate in writing by any person purporting to be the Secretary/Manager or an employee of the Association at the time of such posting that the letter, envelope or wrapper containing the notice was so prepaid, addressed and posted shall be conclusive evidence thereof.

NO COMMISSION

33. No payment shall be made to the Secretary/Manager or to any officer or employee of the Association by way of commission or allowances from or upon the receipts of the Association for liquor sold or supplied or from any other source whatsoever.

INDEMNITY

34. Every member of the Management Committee and the Secretary/Manager and any person employed by the Association as Auditor shall without prejudice to any further or other right of indemnity to which he may be entitled at law or in equity be indemnified out of the funds of the Association against all liabilities incurred by him as such member of the Management Committee, Secretary/Manager or Auditor in defending any proceedings whether civil or criminal in which Judgement is given in his favour or in which he is acquitted.

COMPLAINTS

35. All complaints in relation to the conduct of the affairs of the Association or the conduct of its members shall be made in writing to the Management Committee and signed by the member or members making such complaint. An unfinancial member shall not be entitled to lodge any form of complaint with the Management Committee.

DOCUMENTS

36. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

Note: Rule 37 amended 1994 AGM

37. *The Association's financial year shall begin on the First day of October in each year and shall end on the Thirtieth day of September next or shall be such other yearly period as the Committee from time to time determines.*

MEMBERS TO BENEFIT EQUALLY

38. No member of the Association shall be entitled to any benefit or advantage from the Association which is not shared equally between every member thereof.

DISTRIBUTION OF SURPLUS ASSETS

39. If the Association shall be wound up in accordance with the Provisions of the Association Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 27 (10), such institution or institutions to be determined by the members of the Association.

INTERPRETATION

40. Whenever the context so admits or requires the masculine, feminine and neuter genders shall be interchangeable and each shall extend to and include the other gender or genders as the case may require.