

BY-LAWS
OF
TOOWOOMBA GOLF CLUB LTD
ABN: 47 009 783 162



www.toowoombagolfclub.com.au

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By-Laws
For
Toowoomba Golf Club Ltd
A.B.N. 47 009 783 162

1. APPLICATION

- (a) These By-Laws complement and are to be read in conjunction with the Club's Constitution.

2. GOLF COURSE

- (a) At all times, players on the golf course shall give way to course staff members in the exercise of their duties.

3. CLASSES AND SUB-CATEGORIES OF MEMBERSHIP

- (a) In accordance with Rule 7 in the Club's Constitution, the membership of the Club consists of full members, senior members, restricted members, whole of life members, life members and junior members.
- (b) Sub-categories of membership include:
- (1) full members:
 - (A) full member - full playing rights; voting rights; holding office rights.
 - (2) senior members:
 - (A) senior member – full playing rights; voting rights; holding office rights.
 - (3) restricted members:
 - (A) country member – full playing rights; no voting rights; no holding office rights; pays a green fee, currently \$7.50.
 - (B) honorary member – full playing rights; no voting rights; no holding office rights; no honour board events playing rights. Membership is limited to four months in any financial year.
 - (C) temporary member – full playing rights; no voting rights; no holding office rights; no honour board events playing rights. Membership is limited to three months in any financial year.
 - (D) intermediate member – full playing rights; no voting rights; no holding office rights.
 - (E) student member – for full time students only; student ID required; full playing rights; no voting rights; no holding office rights.
 - (F) limited member – limited playing rights to 12 competition games then a visitors competition fee applies excluding competition on Saturdays; no limit to social games; no voting rights; no holding office rights; no honour board events playing rights.

- (G) flexible member – limited playing rights; no voting rights; no holding office rights; no honour board events playing rights; membership fee of \$15 applies.
 - (H) social member – use of clubhouse facilities only; limited playing rights paying full visitor fees currently \$35 midweek and \$40 weekends and public holidays; no voting rights; no holding office rights.
- (4) whole of life members:
- (A) whole of life member – full playing rights; voting rights; holding office rights. Category is currently closed. Total payment based on the following formula (subscription x 20) x 0.65 + (subscription x 20). In addition, annual affiliation and insurance fees shall be paid at the prevailing rate, currently \$66 and \$22 respectively.
- (5) life members:
- (A) life member - full playing rights; voting rights; holding office rights.
- (6) junior members:
- (A) junior member – proof of age required; playing rights limited to playing in junior events; playing in senior competition conditionally permitted only if Australian golf handicap is a minimum of 27; no voting rights; no holding office rights.
- (c) The Club offers family membership as follows:
- (A) family member – family head has full playing rights; voting rights; holding office rights. Spouse has full playing rights; no voting rights; no holding office rights; 1st year no subscriptions paid; 2nd year 20% subscriptions; 3rd year 40% subscriptions; 4th year 60% subscription; 5th year 80% subscriptions; 6th year 100% subscription; then voting rights; holding office rights.
 - (B) All children from five years to under 18 years as part of a family membership are at no charge; at 18 years, such children transfer to Intermediate member status.
- (d) A member wishing to transfer to a class of membership that provides greater playing rights, greater voting rights and greater office holding rights, may do so, on written application and acceptance by the Board. This may be done at any time during the financial year, subject to the payment of the difference in entry fee and subscription fee of the class of membership from which the member is transferring.
- (e) A member wishing to transfer to a class of membership that provides lesser playing rights, no voting rights and no office holding rights, may do so, on written application at the end of the financial year.
- (f) Subscriptions and any other levies shall be paid in advance for the full year, by half yearly instalments or monthly by filling and signing a direct debit form.
- (g) In accordance with Rule 12 in the Club's Constitution, a member wishing to re-join after resignation may do so by application and re-election by the Board. A member re-joining within five years of resignation will not be required to pay another entrance fee and the aggregate year's qualification for senior membership will only be affected by the year's the member was not a member of the club up to a maximum of five years. A member re-joining after five years will not be permitted to use any previous year's membership to determine senior membership qualification.

4. LIFE MEMBERSHIP CRITERIA

- (a) The process for nomination and awarding of life membership is outlined in Rule 7.a.5 in the Club's Constitution.
- (b) The criteria to be used in consideration of nominations for life membership shall include not less than:
 - (1) significant service as an elected Board member;
 - (2) significant contribution to the Club as a member;
 - (3) cumulative total length of membership is a minimum of 25 years;
 - (4) significant contribution to the game of golf as a representative of Toowoomba Golf Club at a local, state or national level.

5. SECTIONS AND SUBCOMMITTEES

- (a) In accordance with Rule 26 in the Club's Constitution, the Board may permit any section of the Club to adopt a name distinctive of that section and to operate as a Subcommittee of the Club.
- (b) When any Subcommittee of the Club is formed, guidelines and terms of reference must be approved by the Board.

6. GUESTS

- (a) In accordance with Rule 13.d in the Club's Constitution, the Board shall keep a register of qualifying unaccompanied visitors and a register of guests.
- (b) Members who invite guests must ensure their guests have duly signed the guest book and such guests must remain in the company of the member concerned.
- (c) Unaccompanied patrons who live within 15 kilometres of the clubhouse will not be able to sign the guest register or gain access to the clubhouse without first joining as a social member.
- (d) A golfing visitor who signs the guest register in the pro shop and pays the appropriate green fee will be able to use facilities of the course and clubhouse.

7. RESPONSIBLE SERVICE OF ALCOHOL

- (a) A copy of each Hospitality employee's RSA Certificate must be provided to the Club Office before the commencement of the employee's first shift.
- (b) It is an offence to serve alcohol to an unduly intoxicated person or a disorderly person.
- (c) Disorderly patrons are not necessarily unduly intoxicated. In fact, many disorderly people who have not consumed liquor on the premises at all have caused many of the deaths that have occurred on licensed premises, in Queensland.

- (d) A disorderly person may cause a disturbance or interfere with the enjoyment of other patrons. Disorderly patrons may come in many forms including patrons who are:
- (1) boisterous;
 - (2) aggressive;
 - (3) careless;
 - (4) argumentative;
 - (5) violent;
 - (6) under the influence of other substances.
- (e) The approved Department Manager or Shift Supervisor on duty and the staff on duty will need to assess the potential for a disorderly person to inadvertently cause harm to themselves or other patrons. Their general behaviour may reduce the personal safety for patrons and staff, in a particular area. This includes members/patrons on the course, as this is part of the Club's licenced area.
- (f) You can be held personally liable, but how do you know when to stop serving someone? We have introduced the "*No More it's the Law*" system to assist you in recognising an intoxicated person.
- (g) Refusing service of alcohol to an intoxicated person can be very difficult. Never do it alone. Always have the Department Manager or your Shift Supervisor with you. We can then offer to call a taxi or ask their friends to make certain they get home safely.
- (h) Behavioural signs of intoxication include:
- (1) spilling drinks and the inability to find one's mouth with glass;
 - (2) rambling conversation, loss of train of thought;
 - (3) annoying other customers and employees;
 - (4) swaying and/or dozing while sitting;
 - (5) becoming loud, boisterous and making comments about others;
 - (6) crude behaviour;
 - (7) clumsy, uncoordinated;
 - (8) aggressive or belligerent;
 - (9) inappropriate sexual advances;
 - (10) change in gait – stumbling;
 - (11) becoming agitated or argumentative;
 - (12) becoming careless with money, buying rounds for strangers;
 - (13) difficulty moving around objects and bumping into or knocking over furniture;

- (14) making irrational or nonsensical statements;
 - (15) inability to light a cigarette;
 - (16) falling down;
 - (17) glassy eyes, lack of focus, loss of eye contact;
 - (18) letting cigarette burn in ashtray without smoking it;
 - (19) altered speech pattern, such as slurred speech;
 - (20) inability to pick up change from table/bar.
- (i) If a person shows a combination of several of these signs, this is a strong indication the person is intoxicated. Employees are required to inform the Department Manager or Shift Supervisor if they believe a member/patron is/or appears to be intoxicated. Employees must not speak to the patron themselves, unless they are qualified and authorised to do so.
 - (j) It is important to note that Refusal of Entry, Refusal of Service or Patron Eviction must be recorded in the Red Incident Register, which is kept in the Bar. This must be filled out by the Department Manager or the Shift Supervisor.
 - (k) The *Liquor Act* provides for severe penalties associated with underage drinking, unduly intoxicated or disorderly patrons. These fines are applicable to the person actually serving the alcohol, as well as the Approved Manager/Supervisor of the Club on duty. Penalties are as prescribed by the *Liquor Act*.
 - (l) Any employee who believes there may be an under-aged drinker on the premises or an unduly intoxicated or disorderly person on the premises must inform the Department Manager, Approved Manager or Supervisor immediately.
 - (m) A minor must not be on licensed premises, except in the following circumstances:
 - (1) the minor is resident on the premises;
 - (2) the minor is acting as an employee, or receiving training for employment or work experience, or performing duties in the conduct of a lawful business;
 - (3) the minor is attending a bona fide function on the premises (e.g. wedding, not a cabaret conducted by the licensee);
 - (4) in the case of a club, where the club rules permit the minor's presence;
 - (5) the minor is eating a meal on the premises, or is accompanied by a responsible adult (unless the premises are being used as a cabaret, and it is after 5pm).

8. RESPONSIBLE SERVICE OF GAMBLING

- (a) A copy of each Hospitality employee's RSG Certificate must be provided to the Club Office before the commencement of the employee's first shift.
- (b) Only staff with the RSG Certificate held on file at the Club office are allowed to perform any duties associated with poker machines.
- (c) Always follow responsible gambling service procedures, legislation and industry and

organisational policies and procedures. Failing to comply with the information below may result in a breach or fine to the Gaming Nominee as they are breaches of the *Gaming Act*.

- (1) check that the Gaming Site Controller is turned on when you arrive for your shift, and also check that the “Auto Print” and “Floor View” is turned on;
- (2) ensure that poker machine players are aware of the passage of time, and do not allow minors and intoxicated patrons in the area. **Display clock must be working at all times**, report to Supervisor/Gaming Nominee immediately if the clock is not working so that the issue can be rectified without delay;
- (3) patron may be “excluded” from playing particular gambling products at the venue, or from entering all or part of your venue (this can be either self or venue-initiated) – ask your Supervisor to show you the register of excluded patrons, which is kept behind the bar;
- (4) it is of extreme importance that poker machine payout dockets/cancelled credits have the name of the winner and attendant **printed on them** and are **always signed** by the player as well as the attendant. In other words, just the signature is not enough. All relevant areas on the docket must be filled out;
- (5) ensure that the machine that has provided a payout is keyed off immediately. Get in the habit of no pay out given, until the machine is keyed off. Please check the machines at the end of the day’s shift;
- (6) poker machine payouts/cancelled credits over \$500 must also be witnessed by your supervisor or co-worker, **name printed on docket as well as signed** on the docket;
- (7) problems with poker machines must be reported immediately to your Bar Supervisor or Assistant GM - Gaming Nominee. If the Gaming Nominee is not on duty, please ring the telephone number provided to call Max Gaming (formerly Bytecraft) to report the issue and arrange someone to come and fix the machine. They will require ID number of the Club and also the ID of the machine and the position on the floor. Place an out of order sign on the machine until it is fixed;
- (8) if you have issues with the Gaming Site Controller/Computer please ring the telephone number provided for Max Gaming to assist you;
- (9) the Gaming Room Security Camera Monitor above the till in the main bar **MUST** be turned on and **working at all times**. If this monitor is not working, it must be immediately reported to your Supervisor and the Assistant GM – Club Gaming Nominee so that it can be rectified without delay;
- (10) poker machine keys are to be kept on the Supervisor’s person throughout the day and not be left on a counter or other place where an unauthorised person could possibly access them. This also applies to the poker machine float/till;
- (11) poker machine keys are to remain on the premises at all times and locked in the bar safe each night, with the poker machine float.

9. CODE OF GOVERNANCE

- (a) In formulating a Code of Governance to govern relationships between members of the Board both between themselves and management and amongst themselves individually, it must be emphasised that once the office of Director is conferred, the Director becomes bound by the overriding legal duty to act in good faith in the pursuit of the best interests of the Club as a whole. The duty of each Director to the Club as a whole is identical to the duty owed by a

Director of an ordinary trading corporation limited by shares.

- (b) In the discharge of their duties, Directors necessarily operate within the framework of a Board. In order to enable a Board to operate effectively in the single-minded pursuit of the best interests of the Club, there needs to be clearly understood and observed rules governing the conduct of individual Directors. This is widely recognised in the corporate world and the Australian Institute of Company Directors has published a Code of Governance for Directors for the guidance of its Members. The AICD Code provides an uncontroversial and authoritative formulation to use as a basis.
- (c) There is an important point that needs to be kept constantly in mind in relation to the matter of confidentiality. The Directors meet as a group to discharge their joint responsibility in relation to the Club's affairs. They do not meet as a group of individuals who may see themselves as answerable to minority (or majority) interests amongst the Members. Without overlooking the reality of extraneous loyalties or commitments that any Director may feel conscious of and that may consequently play some part in a robust Committee debate, when it comes to reaching a decision, these must be placed aside. The Directors, in reaching a decision, have a joint responsibility to pursue what is best in the interests of the Club as a whole. The relevance of this important distinction is that an individual Director is not at liberty to take out into the public arena information regarding the affairs of the Club that has been received in the course or exercise of Directorial duties.
- (d) It is potentially damaging to the Club for contentious matters debated and resolved by majority decision at Meetings to be subsequently carried out into the public forum by a dissenting Director or Directors. With this in mind, Directors should adhere to the common practice that ordinarily no Director, other than the President or an Executive Director acting within the scope of his or her executive duties, should discuss the business or affairs of the Club in a public forum or with other Club Members without the prior authority of the Board or the President.
- (e) The reasons for the constraints on public ventilation of Board business are not difficult to discern. All Directors must feel free to discuss without inhibition their views on issues coming before the Board. Likewise, executives must feel confident that commercially sensitive, delicate and potentially controversial issues in the running of the Club can be fully and frankly canvassed in the Boardroom without risk of later unauthorised ventilation on the public stage.
- (f) In short, the Directors must meet, discuss, decide and operate as a Board. Observance of the spirit as well as the letter of the Code will go far towards the fulfilment of this corporate philosophy.
- (g) In order to ensure that all Directors are fully aware of their obligations to observe the Code, the nomination form for election of Directors should include a signed undertaking by the candidate that, if elected, he or she will observe the requirements of the Code.
- (h) This Code applies to Directors of Toowoomba Golf Club:
 - (1) a Director must act honestly, in good faith and in the best interests of the Club as a whole;
 - (2) a Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
 - (3) a Director must use the powers of office for a proper purpose, that is to say, in the best interests of the Club as a whole;
 - (4) a Director must recognise that, in acting as a Director of the Club, they owe a duty to the Club as such, to ensure that their dominant purpose or object must be to serve the interests of the Members of the Club as a whole. Directors are not expected to be unaware of other interests, as that would be unrealistic, but the primary purpose of a

Director, in acting as such, must not be one to serve those other interests;

- (5) a Director must not make improper use of information acquired as a Director;
- (6) a Director must not take improper advantage of the position of Director;
- (7) a Director must not allow personal or business interests, or the interests of any associated person, to conflict with the interests of the Club or with their duty to the Club;
- (8) a Director has an obligation in pursuing the best interests of the Club as a whole to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- (9) an opportunity must be provided for a Director to put their views on issues before the Board or a Committee on which they sit. While Directors must treat each other with courtesy and observe the other rules in this Code, Directors should be able to engage in vigorous debate on matters of principle;
- (10) Confidential information (including Board or Committee papers) received by a Director in the course of the exercise of directorial duties remains the property of the Club and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been duly authorised by the Board, or the person by whom the information was provided, or is required by law;
- (11) A Director must not disclose the content of discussion at Board meetings or Committee meetings unless that disclosure has been authorised by the Board or is required by law;
- (12) Where a decision is not unanimous, all Directors must accept and abide by the decision. A dissenting Director may disclose the fact that they dissented, provided that they also make clear that they will abide by the decision;
- (13) A Director must not be discourteous towards fellow Directors or staff or make personal attacks on a fellow Director or a member of staff, whether in Board or committee meetings or in discussion with others or in public statements;
- (14) A Director must not engage in conduct, or make any public statement likely to prejudice the Club or likely to harm, defame or otherwise bring discredit upon or denigrate the Club, fellow Directors or staff.