

**CONSTITUTION  
OF  
TOOWOOMBA GOLF CLUB LTD  
ABN: 47 009 783 162**



[www.toowoombagolfclub.com.au](http://www.toowoombagolfclub.com.au)

3 April 2019

## TABLE OF CONTENTS

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|     |   |    |
|-----|---|----|
| 1.  | NAME  | 3  |
| 2.  | DEFINITIONS   | 3  |
| 3.  | INTERPRETATION  | 4  |
| 4.  | OBJECTS   | 4  |
| 5.  | POWERS  | 5  |
| 6.  | LIMITED LIABILITY OF MEMBERS, GUARANTEE AND WINDING UP            | 5  |
| 7.  | CLASSES OF MEMBERSHIP   | 5  |
| 8.  | JOINING FEES, SUBSCRIPTIONS AND LEVIES                            | 7  |
| 9.  | ADMISSION AND REJECTION OF MEMBERS                                | 8  |
| 10. | WHEN MEMBERSHIP ENDS  | 8  |
| 11. | APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP | 9  |
| 12. | RE-JOINING AFTER RESIGNATION                                      | 10 |
| 13. | REGISTERS OF MEMBERS, VISITORS AND GUESTS                         | 10 |
| 14. | SECRETARY   | 10 |
| 15. | THE BOARD   | 11 |
| 16. | ELECTION OF THE BOARD   | 11 |
| 17. | RESIGNATION, REMOVAL OR VACATION OF OFFICE OF DIRECTOR            | 12 |
| 18. | VACANCIES ON THE BOARD  | 13 |
| 19. | FUNCTIONS OF THE BOARD  | 13 |
| 20. | RESTRICTIONS OF POWERS OF THE BOARD                               | 14 |
| 21. | MATERIAL PERSONAL INTERESTS                                       | 15 |
| 22. | MEETINGS OF THE BOARD   | 15 |
| 23. | QUORUM FOR AND ADJOURNMENT OF BOARD MEETING                       | 16 |
| 24. | ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS                 | 16 |
| 25. | RESOLUTIONS OF BOARD WITHOUT MEETING                              | 16 |
| 26. | SECTIONS AND SUBCOMMITTEES  | 17 |
| 27. | ANNUAL GENERAL MEETINGS   | 17 |
| 28. | NOTICE OF GENERAL MEETINGS  | 17 |
| 29. | GENERAL MEETINGS REQUESTED BY MEMBERS                             | 18 |
| 30. | QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS                  | 19 |
| 31. | PROCEEDINGS AT GENERAL MEETINGS                                   | 19 |
| 32. | MINUTES OF GENERAL MEETINGS                                       | 21 |
| 33. | PROXIES   | 21 |
| 34. | FINANCIAL RECORDS AND AUDIT                                       | 22 |
| 35. | GENERAL FINANCIAL MATTERS   | 23 |
| 36. | EXECUTION OF DOCUMENTS  | 23 |

|     |                            |    |
|-----|----------------------------|----|
| 37. | INDEMNITY TO OFFICERS      | 23 |
| 38. | INSURANCE                  | 24 |
| 39. | COPY OF CONSTITUTION       | 24 |
| 40. | BY-LAWS                    | 24 |
| 41. | AMENDMENTS TO CONSTITUTION | 24 |

**Constitution**  
**For**  
**Toowoomba Golf Club Ltd**  
**A.B.N. 47 009 783 162**

**1. NAME**

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The name of the company (referred to as "the Club") is "Toowoomba Golf Club Limited".

**2. DEFINITIONS**

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Unless there is something in the subject or the context, inconsistent therein:

- (a) **Act** means the *Corporations Act 2001*. When any provision of the Act is referred to, that reference is to that provision as modified by any law for the time being in force.
- (b) **ASIC** means the Australian Securities and Investments Commission.
- (c) **Board** means the members for the time being of the Club's Board of Directors.
- (d) **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random.
- (e) **capital expenditure** means expenditure associated with non-operational capital works.
- (f) **casual vacancy**, on the Board, means a vacancy that occurs when a Director resigns, dies or otherwise stops holding office.
- (g) **Club noticeboard** means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.
- (h) **Clubhouse** means the building used for that purpose.
- (i) **Constitution** means and includes Rules.
- (j) **course** means any golf course and grounds owned, leased or licensed or managed by the Club from time to time for the use of its members and visitors.
- (k) **Director** means any member of the Board.
- (l) **financial member** means any member who has paid all moneys payable to the Club by the due date for payment thereof.
- (m) **financial year** means the period commencing on the first day of March in each year and ending on the last day of February as the case may be in the following year, or such other yearly period as the Board may from time to time determine.
- (n) **General Meeting** includes Annual General Meeting.
- (o) **in writing** and **written** include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.
- (p) **majority** means more than half of all members present and voting at a Board meeting or a General Meeting.

- (q) **material personal interest** includes, but is not limited to, an interest in a contract or proposed contract that involves the Club.
- (r) **member** means a person who has been duly accepted as such by the Board in accordance with the Constitution and who has paid any joining and subscription fees due to the Club.
- (s) **office** means the registered office for the time being of the Club in Queensland.
- (t) **Officer** means a Director, Secretary, other Officer or employee of the Club.
- (u) **Special Resolution** means a resolution that is passed at a General Meeting by the votes of at least 75 percent of the members who are present and voting.

### 3. INTERPRETATION

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- (a) This Constitution is subject to the Corporations Act. To the extent that any of the provisions in this Constitution are inconsistent with the Act and might prevent the Club being registered under the Act, those provisions will be inoperative and have no effect.
- (b) A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to that construction or interpretation being varied or revised by the members of the Club at a General Meeting or by the Supreme Court of Queensland.
- (c) The "Replaceable Rules" contained in the Act are excluded and do not apply to the Club except in so far, as they are repeated or contained in this Constitution.
- (d) Unless the context or subject matter otherwise requires, words indicating the singular include the plural and vice versa.
- (e) Headings and the index are included for convenience only and do not form part of this Constitution.
- (f) The Club is established for the objects set out in this Constitution.

### 4. OBJECTS

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The objects for which the Club is established are to:

- (a) foster, encourage, promote, control and manage the game of golf in the local area.
- (b) affiliate with the relevant district golf associations, Golf Queensland, Golf Australia and such other bodies as the Club deems fit.
- (c) abide by the rules regulating the conduct of the sport of golf.
- (d) foster a healthy environment and encourage sportsmanship, good fellowship and a sense of community spirit and social interaction amongst members and visitors.
- (e) establish and maintain playing facilities and amenities for the benefit, social comfort and advancement of the sport of golf, the Club, its members and visitors.
- (f) do such things as are incidental or conducive to the attainment of any or all of these objects.

## **5. POWERS**

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Solely for furthering the objects under Rule 4, the Club, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under Section 124 of the Act.

## **6. LIMITED LIABILITY OF MEMBERS, GUARANTEE AND WINDING UP**

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- (a) The liability of the members of the Club is limited.
- (b) Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that they are a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.
- (c) If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which 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 Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration or in default thereof by such Judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

## **7. CLASSES OF MEMBERSHIP**

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- (a) The membership of the Club consists of the following classes:
  - (1) Full members:
    - (A) full members must be at least 18 years of age and support the objects of the Club and abide by the Club's By-Laws and Codes of Conduct;
    - (B) full members are entitled to vote at General Meetings of the Club;
    - (C) full members are eligible for election to the Board;
    - (D) fees payable by a full member can be waived or discounted by the Board.
  - (2) Senior members:
    - (A) any member, who has attained the age of 65 years and has been a member of the Club for a cumulative total of at least 30 years may, by resolution of the Board, be classified as a senior member;
    - (B) senior members must support the objects of the Club and abide by the Club's By-Laws and Codes of Conduct;
    - (C) senior members are entitled to vote at General Meetings of the Club;
    - (D) senior members are eligible for election to the Board;

- (E) it is the responsibility of an eligible member to claim entitlement for classification as a senior member;
  - (F) any senior member, who qualified for senior membership on or before 28 February 2017, is liable to pay an annual subscription fee equivalent to 50 percent of that applicable to full members of the Club;
  - (G) any senior member, who qualifies for senior membership from 1 March 2017, is liable to pay an annual subscription fee equivalent to 90 percent of that applicable to full members of the Club.
- (3) Restricted members:
- (A) restricted members must be at least 18 years of age and support the objects of the Club and abide by the Club's By-Laws and Codes of Conduct;
  - (B) restricted members are not entitled to vote at General Meetings of the Club;
  - (C) restricted members are not eligible for election to the Board;
  - (D) fees payable by a restricted member can be waived or discounted by the Board.
- (4) Whole of life members:
- (A) a limited number of whole of life memberships may be offered by the Board from time to time;
  - (B) in the event that the Board offers whole of life membership, any member who has attained the age of 40 years and supports the objects of the Club and abides by the Club's By-Laws and Codes of Conduct is eligible to apply for whole of life membership;
  - (C) whole of life members are entitled to vote at General Meetings of the Club;
  - (D) whole of life members are eligible for election to the Board;
  - (E) any member who is admitted to whole of life membership is liable to pay an upfront subscription fee equivalent to 20 years of annual subscription fees currently applicable to full members of the Club, following payment of which no further subscription fee shall be payable.
- (5) Life members:
- (A) life members must be at least 18 years of age and support the objects of the Club and abide by the Club's By-Laws and Codes of Conduct;
  - (B) life membership is open to people who have rendered extraordinary and meritorious service to the Club for an extended period and who have met the life member consideration criteria set out in the Club's By-Laws;
  - (C) any full member, senior member, whole of life member or life member may recommend to the Board a nominee for election as a life member;
  - (D) recommendations for life membership must be in writing, signed by the member(s) making the recommendation and received by the Secretary no less than three months prior to the Annual General Meeting;

- (E) on the Board's approval of the recommendation, the Board will propose the nominee for election as a life member at the Annual General Meeting;
  - (F) life members must be elected by the passing of a Special Resolution at an Annual General Meeting;
  - (G) no more than two life members will be elected at any Annual General Meeting;
  - (H) life members are entitled to vote at General Meetings of the Club;
  - (I) life members are eligible for election to the Board;
  - (J) life members are not required to pay subscription fees to the Club.
- (6) Junior members:
- (A) junior members must be below the age of 18 years and support the objects of the Club and abide by the Club's By-Laws and Codes of Conduct;
  - (B) junior members are not entitled to vote at General Meetings of the Club;
  - (C) junior members are not eligible for election to the Board;
  - (D) fees payable by a junior member can be waived or discounted by the Board.
- (b) The Board shall have the power to limit the number of members in any class of membership, with the added provision that there shall be no more than six life members at any one time.
  - (c) The Board may, in accordance with By-Laws determined from time to time, on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership. The Board may, at its absolute discretion, make an adjustment in the joining fee (if any) and subscription fee paid or payable by that member so transferred for the membership year in which the transfer takes place.
  - (d) Notwithstanding the membership rights and privileges listed in Rule 7.a any person who is a current employee of the Club shall not be entitled to vote at any General Meeting or Board meeting and shall not be eligible to hold office as a Director.

## **8. JOINING FEES, SUBSCRIPTIONS AND LEVIES**

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- (a) Membership subscriptions shall be paid in advance or may, if the Board so approves, be paid by instalments in advance. The Board shall, subject to By-Laws as determined from time to time, prescribe the time and manner of payment and all other related matters not specifically provided for in this Constitution.
- (b) The Board will from time to time prescribe the joining fees, subscriptions, charges and other amounts payable by members of the Club.
- (c) The Board may at any time impose a levy upon all or on any of the classes of members or upon any individual member in any amount and upon such terms as to payment by the member or repayment (if any) by the Club as the Board may think fit. In the event that any amount due under this Sub-Rule has not been paid within one month of the due date, all rights and privileges of a defaulting member as a member of the Club may thereupon be suspended until payment is made and without prejudice to the Club being entitled to take action for the recovery of any such amount.



- (d) The Board may at any time suspend or reduce the payment of joining fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the joining fee chargeable to any member under any special circumstances that may arise. The Board may from time to time determine that the joining fee chargeable to members generally (or in individual cases under any special circumstances that may arise) may be paid by instalments subject to By-Laws as determined by the Board from time to time.

## **9. ADMISSION AND REJECTION OF MEMBERS**

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- (a) An application for membership must be:
  - (1) in writing; and
  - (2) in the form decided by the Board.
- (b) The Secretary shall cause the name and suburb of residence of the applicant to be displayed on the Club noticeboard or in some other conspicuous place in the Clubhouse for a continuous period of not less than seven days before referral of the application to the Board for consideration.
- (c) Subject to Rule 9.b the Board must consider an application for membership at the next Board meeting held after it receives:
  - (1) the application for membership; and
  - (2) the appropriate joining fee and subscription fee for the application.
- (d) The Board must decide at the meeting whether to accept or reject the application.
- (e) If a majority of the Directors present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member into the class of membership applied for.
- (f) If the Board decides to reject an application, the Secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the Board.
- (g) The Board has the power to make By-Laws regulating all matters in connection with the admission of a member not otherwise provided for in this Constitution.

## **10. WHEN MEMBERSHIP ENDS**

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- (a) A member may resign from the Club by giving a written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
  - (1) the time the notice is received by the Secretary; or
  - (2) if a later time is stated in the notice, the later time.
- (c) The Board may terminate a member's membership if the member:
  - (1) is convicted of an indictable offence; or
  - (2) does not comply with any of the provisions of this Constitution; or
  - (3) has membership fees in arrears; or

- (4) conducts them self in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (d) If the Board decides to terminate a member's membership, the Secretary must, within seven days after the decision, give the member written notice:
  - (1) setting out the decision of the Board and the grounds on which it is based;
  - (2) stating that the member may address the Board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
  - (3) stating the date, place, and time of that meeting;
  - (4) informing the member that the member may do either or both of the following:
    - (A) attend and speak at that meeting;
    - (B) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (e) Before the Board terminates a member's membership, the Board must:
  - (1) give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in Rule 10.d.2;
  - (2) give due consideration to any written representations submitted to the Board by the member at or before the meeting mentioned in Rule 10.d.2.
- (f) If, after considering all representations made by the member, the Board decides by resolution to terminate the membership, the Secretary must, within seven days of the meeting mentioned in Rule 10.d.2, give the member a written notice of the decision.
- (g) The Board has the power to immediately suspend a member from any or all privileges of membership, either for the duration of the processes set out in Rules 10.d-f, or for any other reason. Notice of an immediate suspension imposed by the Board on a member shall be notified in writing, either electronically or by mail.

## **11. APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP**

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- (a) A person whose application for membership has been rejected, or a member whose membership has been terminated or suspended, may give the Secretary written notice of their intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary within seven days after the person receives written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within 21 days after receiving the notice, call a General Meeting to decide the appeal.
- (d) The General Meeting to decide an appeal must be held within two months after the Secretary receives the notice of intention to appeal.
- (e) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.

- (f) Also, the Board must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- (g) An appeal must be decided by a majority vote of the members present and voting at the meeting.
- (h) If a person whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the Secretary must, as soon as possible, refund any membership fees paid by the person for the current membership period.

## **12. RE-JOINING AFTER RESIGNATION**

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A member who has resigned from the Club and later desires to re-join shall be subject to such rights and conditions of re-admission as the Board by By-Law may determine from time to time. They shall go through the same process of admission to membership as any new member who has not been a member of the Club previously.

## **13. REGISTERS OF MEMBERS, VISITORS AND GUESTS**

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- (a) The Board must keep a register of members of the Club, which must include the following particulars for each member:
  - (1) the full name of the member;
  - (2) the residential address of the member;
  - (3) the date on which the member's name was entered into the register;
  - (4) the name and details of each person who stopped being a member of the Club within the last seven years and the date on which the person stopped being a member (which may be kept separately from the rest of the register);
  - (5) any other particulars the Board or the members at a General Meeting decide.
- (b) A member must advise the Secretary of any change to their residential address.
- (c) A person must contact the Secretary to request an inspection of the register and a copy of the register must be provided to the person within seven days of the request being made.
- (d) The Board shall keep a register of persons who are qualifying unaccompanied visitors and a register of persons of or above the age of 18 years who enter the Club's premises as guests of members.

## **14. SECRETARY**

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- (a) The Club must have at least one Secretary, who must be an individual:
  - (1) ordinarily residing in Australia; and
  - (2) at least 18 years of age.
- (b) The Secretary is appointed by the Board.

- (c) The Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
- (d) The Secretary must consent in writing to holding the position of Secretary. The Club must keep the consent and must notify ASIC of the appointment.
- (e) The Board may at any time suspend or remove a person appointed by the Board as the Secretary.

## **15. THE BOARD**

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- (a) The Board comprises seven Directors, of whom one holds the position of President, one holds the position of Treasurer, one holds the position of Captain and four other Directors.
- (b) A Director must be a member of the Club.
- (c) The term of office for Directors is two years.
- (d) Directors shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the second Annual General Meeting following their election, but are eligible, on nomination, for re-election.
- (e) The Board shall have the power to determine the sequence of retirements under Rules 15.c and 15.d to ensure the following rotational terms:
  - (1) The President and two Directors are elected in one year; and
  - (2) The Treasurer, Captain and the remaining two Directors are elected in the following year.
- (f) A Director must exercise their powers and discharge their duties in good faith, in the best interests of the Club for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

## **16. ELECTION OF THE BOARD**

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- (a) Board Directors may only be elected as follows:
  - (1) the Secretary calls for nominations for Board positions at least 42 days before the Annual General Meeting;
  - (2) any two members, who are full members, senior members, whole of life members or life members, may nominate another eligible financial member (the candidate) to serve as a Board Director;
  - (3) nominations must be:
    - (A) in writing; and
    - (B) signed by the candidate and the members who nominated them; and
    - (C) received by the Secretary at least 28 days before the Annual General Meeting.
  - (4) no person may be nominated for more than one Board position in any election;

- (5) balloting lists must be prepared, containing the names of the candidates in order determined by lot, and made available to members of the Club at least 21 days before the Annual General Meeting;
  - (6) each full member, senior member, whole of life member and life member may vote for their preferred candidates for Board positions until 5pm on the last business day before the Annual General Meeting;
  - (7) elections shall be conducted by secret ballot in a manner determined by the Board;
  - (8) any equality in voting is resolved as follows:
    - (A) if there are two or more candidates for a position and two or more candidates receive an equal number of votes, the successful candidate is determined by lot.
  - (9) if there is only one candidate for a position, the candidate is declared elected if approved by a majority of members voting on that position. If the candidate is not approved, a casual vacancy is deemed to have occurred in that position;
  - (10) if there are no candidates nominated for a position, a casual vacancy is deemed to have occurred in that position;
  - (11) the results of Board elections are announced at the commencement of the Annual General Meeting, with the Directors newly elected to Board positions taking office upon conclusion of the Annual General Meeting.
- (b) A person may be a candidate only if the person:
    - (1) is an adult;
    - (2) is not ineligible to be elected as a Director under the Act;
    - (3) is not disqualified from being a Director pursuant to any order or declaration made by any Court, tribunal or authority;
    - (4) has signed, or is willing to sign, the Toowoomba Golf Club Code of Governance.
  - (c) The Board may make By-laws not inconsistent with these Rules to regulate the conduct of the nomination and election of candidates to the Board and for the conduct of balloting procedures.

## **17. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF DIRECTOR**

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- (a) A Director may resign from the Board by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect at:
  - (1) the time the notice is received by the Secretary; or
  - (2) if a later time is stated in the notice, the later time.
- (c) A Director may be removed from office at a General Meeting of the Club if a majority of the members present and voting at the meeting, vote in favour of removing the Director.
- (d) At a General Meeting, before a vote is taken about removing a Director from office, the Director must be given a full and fair opportunity to show cause why they should not be removed from office.

- (e) The office of a Director may be immediately vacated, and a casual vacancy thereby created, if that person:
  - (1) dies; or
  - (2) becomes disqualified from managing any company under the provisions of the Act; or
  - (3) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club; or
  - (4) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (5) is absent from three consecutive Board meetings without leave of the Board; or
  - (6) becomes prohibited from being a Director by reason of any order made under the Act; or
  - (7) becomes an employee of the Club; or
  - (8) ceases to hold a qualification by which that person was appointed to or elected to office; or
  - (9) is convicted of an indictable offence or is made bankrupt; or
  - (10) ceases to be a financial member; or
  - (11) does not accede to a Criminal History Check or is disqualified as a result of such a check; or
  - (12) does not otherwise comply with the requirements of this Constitution.
- (f) A Director has no right of appeal against the Director's removal from office under this clause.

## **18. VACANCIES ON THE BOARD**

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- (a) If a casual vacancy occurs on the Board, the continuing Directors may appoint another eligible member of the Club to fill the vacancy for the remainder of the term for that position.
- (b) The continuing Directors may act despite a casual vacancy on the Board.
- (c) If the number of Directors is less than the number fixed under Rule 23.a as a quorum of the Board, the continuing Directors may act only to:
  - (1) increase the number of Directors to the number required for a quorum; or
  - (2) call a General Meeting of the Club.

## **19. FUNCTIONS OF THE BOARD**

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- (a) The business of the Club is to be managed by or under the direction of the Board.
- (b) The Board must take all reasonable steps to ensure that the Club complies with its obligations under the Act and this Constitution.

- (c) Subject to this Constitution or a resolution of the members carried at a General Meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Club.
- (d) The Directors may exercise all the powers of the Club except any powers that the Act or the Club's Constitution requires the Club to exercise at a General Meeting.
- (e) The Board may exercise the powers of the Club:
  - (1) to borrow, raise or secure the payment of amounts in a way the members at a General Meeting may decide; and
  - (2) to secure the amounts mentioned in Rule 19.e.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future; and
  - (3) to purchase, redeem or pay off any securities issued; and
  - (4) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (5) to mortgage or charge the whole or part of its property; and
  - (6) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
  - (7) to provide and pay off any securities issued; and
  - (8) to invest in a way the Board may decide.
- (f) For Rule 19.e.4, 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:
  - (1) the financial institution for the Club; or
  - (2) if there is more than one financial institution for the Club, the financial institution nominated by the Board.
- (g) The Board has power to enforce the observance of all By-Laws in accordance with the disciplinary provisions of this Constitution.

## **20. RESTRICTIONS OF POWERS OF THE BOARD**

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- (a) The Board shall not unless so authorised by a Special Resolution of the members at a General Meeting raise or borrow any sum or sums of money upon mortgage or charge of any of the property of the Club or debentures, debenture stock or obligations at any time nor sell any lands owned by the Club.
- (b) The Board shall not unless so authorised by a Special Resolution of the members at a General Meeting spend an amount in aggregate greater than \$200,000 (indexed annually from 2019 according to the Australian Consumer Price Index) on capital expenditure towards any given project.

## **21. MATERIAL PERSONAL INTERESTS**

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- (a) A Director shall in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, Rule 21.b does not apply to an interest:
  - (1) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
  - (2) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an Officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is considered at a meeting of the Board:
  - (1) must not be present while the matter is being considered at the meeting; and
  - (2) must not vote on the matter, and, if the Director does vote, the Director's vote must not be counted.
- (e) Rule 21.d does not apply if:
  - (1) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
  - (2) ASIC has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

## **22. MEETINGS OF THE BOARD**

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- (a) The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary, but at least once in each month.
- (b) The Secretary must ensure a record of all Directors present and full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- (c) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Board meeting, verifying their accuracy.
- (d) Notice of a meeting is to be given in the way decided by the Board.



- (e) The President or Secretary may call a meeting of the Board at any time. The Secretary shall call a meeting of the Board upon the request of not less than three Directors.
- (f) The Board may hold meetings or permit a Director to take part in its meetings by using any technology that reasonably allows the Director to hear and take part in discussions as they happen.
- (g) A Director who participates in the meeting as mentioned in Rule 22.f is taken to be present at the meeting.
- (h) Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. In the event of an equality of votes, the Chairperson shall have a second or casting vote as well as a primary vote.
- (i) the Chairperson of the meeting will have a second vote in addition to a first vote.
- (j) The President is to preside as Chairperson at a Board meeting.
- (k) If there is no President or if the President is not present within 30 minutes after the time fixed for a Board meeting, the Directors present may choose one of their number to preside as Chairperson at the meeting.

### **23. QUORUM FOR AND ADJOURNMENT OF BOARD MEETING**

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- (a) At a Board meeting, more than 50 percent of the Directors currently elected or appointed to the Board form a quorum.
- (b) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of Directors, the meeting lapses.
- (c) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Directors:
  - (1) the meeting is to be adjourned for at least one day; and
  - (2) the Directors who are present are to decide the day, time and place of the adjourned meeting.
- (d) If, at a resumed meeting mentioned in Rule 23.c, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **24. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

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All acts by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

### **25. RESOLUTIONS OF BOARD WITHOUT MEETING**

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- (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution will be as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
- (b) Such a resolution may be validly transmitted and agreed in writing electronically.

- (c) A resolution mentioned in Rule 25.a may consist of several documents in like form, each agreed in writing by one or more Directors.

## **26. SECTIONS AND SUBCOMMITTEES**

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- (a) 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) A person is ineligible to be a member of any Subcommittee unless they are a financial member of the Club.
- (c) Subcommittees shall have such membership, powers and duties as the Board shall confer on them, or which the Board shall delegate to them.
- (d) A Subcommittee may meet and adjourn as it considers appropriate, or as directed by the Board. The meetings and proceedings of a Subcommittee shall be governed by the proceedings of the Board provisions of this Constitution in an advisory capacity only.
- (e) A member of a Subcommittee who is not a Director is not entitled to vote at a Board meeting.
- (f) The Board may empower any Subcommittee of the Club to open and operate an account in the name of the Subcommittee in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
- (g) Subject to the Board's absolute control and supervision, each Subcommittee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). Each Subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.
- (h) A Subcommittee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President may by virtue of their office be ex-officio on all Subcommittees.

## **27. ANNUAL GENERAL MEETINGS**

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- (a) The Club's Annual General Meeting must be held:
  - (1) at least once each calendar year; and
  - (2) within 5 months after the end date of the Club's reportable financial year.
- (b) The following business must be conducted at each Annual General Meeting of the Club:
  - (1) receiving and adopting the Club's financial statement and audit report for the last reportable financial year;
  - (2) electing Directors;
  - (3) any other business, as determined by the Board.

## **28. NOTICE OF GENERAL MEETINGS**

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- (a) The Board may whenever it thinks fit direct the Secretary to call a General Meeting.

- (b) The Secretary must give at least 21 days notice of a General Meeting to each member of the Club.
- (c) If the Secretary is unable or unwilling to call the meeting, another Director must call the meeting.
- (d) The Club must give written notice of a General Meeting to a member:
  - (1) personally; or
  - (2) by sending it by post to the address for the member in the register of members or an alternative address nominated by the member; or
  - (3) by sending it to an electronic mail address nominated by the member; or
  - (4) by sending it to the member by other electronic means nominated by the member; and
  - (5) by displaying it on the Club noticeboard.
- (e) A notice of a General Meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- (f) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or ASIC, declares proceedings at the meeting invalid.

## **29. GENERAL MEETINGS REQUESTED BY MEMBERS**

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- (a) The Secretary must call a General Meeting by giving each member of the Club notice of the meeting within 21 days after:
  - (1) being given a written request signed by not less than 10 percent of the total number of members of the Club who are entitled to vote at General Meetings.
  - (2) being given a written notice of an intention to appeal against the decision of the Board:
    - (A) to reject an application for membership; or
    - (B) to terminate or suspend a member's membership.
- (b) A request mentioned in Rule 29.a.1 must:
  - (1) state any resolution to be proposed at the General Meeting; and
  - (2) be given to the Secretary.
- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (d) A General Meeting must be held within two months after the Secretary:
  - (1) is given the written request mentioned in Rule 29.a.1; or
  - (2) is given the written notice of an intention to appeal mentioned in Rule 29.a.2.
- (e) If the Secretary is unable or unwilling to call the General Meeting, another Director must call the meeting.

- (f) If the Secretary or another Director does not within 21 days from the date of receipt of the request mentioned in Rule 29.a.1 duly proceed to call the meeting to be held not later than two months after the deposit, members with more than 50 percent of the votes of all the members who made the initial request may themselves call and arrange to hold the meeting; and
- (g) Any meeting called by the members must be called in the same manner as that in which meetings are called by the Board, and must be held not later than three months from the date of receipt of the request mentioned in Rule 29.a.1.

### **30. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS**

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- (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
  - (1) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 30 members of the Club who are entitled to vote at General Meetings.
  - (2) for a General Meeting which is called on the request of members, not less than 51 members of the Club who are entitled to vote at General Meetings; and
- (b) If the required quorum is not present within 30 minutes from the time appointed for any General Meeting, the meeting:
  - (1) if called upon the request of members, is dissolved; or
  - (2) in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the Board specifies.
- (c) If the required quorum is not present at the resumed meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- (d) The Chairperson must adjourn a General Meeting if a majority of members present at the meeting agree or direct that the Chairperson must do so.
- (e) No business will be transacted at any resumed meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) A resolution passed at any resumed meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- (g) When a meeting is adjourned, a new notice of the resumed meeting is required only if the meeting is adjourned for one month or more.

### **31. PROCEEDINGS AT GENERAL MEETINGS**

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- (a) A member may take part and vote in a General Meeting in person or by proxy.
- (b) A member who participates in a meeting as mentioned in Rule 31.a is taken to be present at the meeting.
- (c) At each General Meeting:
  - (1) the President is to preside as Chairperson; and

- (2) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another Director to be Chairperson of the meeting; and
  - (3) if there is no Director present the members may choose one of their number to preside as Chairperson at the meeting; and
  - (4) the Chairperson must conduct the meeting in a proper and orderly way.
- (d) No business other than that stated on the notice of meeting may be conducted at a General Meeting.
  - (e) At a General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority vote of the members present and voting.
  - (f) Any Special Resolution must be passed by the votes of at least 75 percent of the members present and voting at a General Meeting.
  - (g) Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the Chairperson shall have a second or casting vote as well as a primary vote.
  - (h) A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.
  - (i) A challenge to a right to vote at a General Meeting:
    - (1) may only be made at the meeting; and
    - (2) must be determined by the Chairperson, whose decision is final.
  - (j) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a secret ballot is demanded under Rule 31.m.
  - (k) Before a vote is taken the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
  - (l) On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
  - (m) However, if at least 20 percent of the members present demand a secret ballot, voting must be by secret ballot.
  - (n) If a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides.
  - (o) 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. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

### 32. MINUTES OF GENERAL MEETINGS

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- (a) 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.

To ensure the accuracy of the minutes:

- (1) 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
- (2) 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 Club that is a General meeting or Annual General Meeting, verifying their accuracy.
- (b) If asked by a member of the Club, the Secretary must, within 14 days after the request is made:
- (1) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
- (2) give the member copies of the minutes of the meeting.

### 33. PROXIES

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- (a) A member of the Club who is entitled to vote at General Meetings may appoint another person as the member's proxy to attend and vote for the member at a General Meeting.
- (b) A proxy must be a member of the Club, who is also entitled to vote at General Meetings.
- (c) No member may hold more than one proxy at any one General Meeting.
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (e) Each instrument appointing a proxy must be received by the Secretary before the start of the meeting or the adjourned meeting at which the person named in the instrument proposes to vote.
- (f) An instrument appointing a proxy must be in writing and be in the following or similar form:
- Toowoomba Golf Club Ltd:  
I, \_\_\_\_\_ of \_\_\_\_\_ being  
a member of the Club, appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Club, to be held  
on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
Signature \_\_\_\_\_
- (g) The instrument appointing a proxy must be signed by the appointor.
- (h) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- (i) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Toowoomba Golf Club Ltd:

I, \_\_\_\_\_ of \_\_\_\_\_ being  
a member of the Club, appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Club, to be held  
on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature \_\_\_\_\_

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

- (j) Unless the Club has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (1) the appointing member dies; or
  - (2) the member is mentally incapacitated; or
  - (3) the member revokes the proxy's appointment; or
  - (4) the member revokes the authority under which the proxy was appointed by a third party.

#### **34. FINANCIAL RECORDS AND AUDIT**

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- (a) The Board must cause written financial records to be kept with respect to the Club's financial affairs in accordance with the Act.
- (b) The financial records will be kept at the office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for inspection by Directors and any other persons authorised or permitted by or under the Act or any other law to inspect such records.
- (c) The Club must, within five months after the end of the Club's financial year or not less than 14 days before each Annual General Meeting (whichever is the earlier), make available to each member of the Club, but subject to Part 2M.3 of the Act, either:
  - (1) a copy of the financial report, a copy of the Directors' report and a copy of the auditor's report required under Part 2M.3 of the Act; or
  - (2) a copy of the concise report that complies with Part 2M.3 of the Act.
- (d) The Club's financial year will commence on the first day of March and end on the last day of February in each year as the case may be or such other period as having regard to the Act, the Board may determine.
- (e) The Board will appoint an Auditor in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and remuneration will be agreed by the Board.

## **35. GENERAL FINANCIAL MATTERS**

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- (a) The Club precludes the payment to an Officer or employee of the Club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Club or the receipts of the Club for such liquor.
- (b) The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any Officer or employee of the Club or to any member of the Club other person in return for services actually rendered to the Club. Provided further that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

## **36. EXECUTION OF DOCUMENTS**

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- (a) The Board shall ensure the Club has a common seal.
- (b) The common seal shall:
  - (1) set out the name and ABN of the Club;
  - (2) be kept securely by the Board; and
  - (3) be used only under the authority of the Board.
- (c) Each instrument to which the seal is attached shall be signed by a Director and countersigned by:
  - (1) the Secretary; or
  - (2) another Director; or
  - (3) someone authorised by the Board.
- (d) The Club may execute a document (including a deed) without using the common seal if that document is signed by a Director and countersigned by:
  - (1) the Secretary; or
  - (2) another Director; or
  - (3) someone authorised by the Board.

## **37. INDEMNITY TO OFFICERS**

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- (a) This clause applies to every person who is or has been a Director, Secretary, other Officer or employee of the Club.



- (b) The Club will indemnify each person mentioned in Rule 37.a out of the property of the Club against:
- (1) every liability (except a liability for legal costs) that the person incurs as an Officer of the Club; and
  - (2) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved as an Officer of the Club; unless
  - (3) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or
  - (4) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

### **38. INSURANCE**

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- (a) The Club may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Officer against liability that the Officer incurs as an Officer of the Club including a liability for legal costs, unless:
- (1) the Club is forbidden by statute to pay or agree to pay the premium; or
  - (2) the contract would, if the Club paid the premium, be made void by statute.

### **39. COPY OF CONSTITUTION**

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The Club will provide access to a copy of the Constitution to any Ordinary Member within seven days if that member asks the Club, in writing if so required by the Club, for a copy and, if required by the Club, pays a fee (up to the fee prescribed by the Act).

### **40. BY-LAWS**

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- (a) The Board may make, amend or repeal By-Laws, not inconsistent with this Constitution, for the internal management of the Club.
- (b) A By-Law may be set aside by a vote of members at a General Meeting.

### **41. AMENDMENTS TO CONSTITUTION**

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- (a) Subject to the Act, this Constitution may be modified or repealed, or a new Constitution may be adopted, by a Special Resolution carried at a General Meeting.
- (b) A copy of the Special Resolution modifying or repealing this Constitution, or adopting a new Constitution, must be lodged with ASIC along with a copy of the modification or new Constitution within 14 days after it is passed.
- (c) If this Constitution is modified or repealed, or a new Constitution is adopted, the modification, repeal or adoption takes effect on the date on which the Special Resolution is passed, if the Special Resolution specified no later date.