

CONSTITUTION OF CAIRNS GOLF CLUB

Australian Company Number (ACN) 009 656 160

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Preliminary

1. Name of the Company

The name of the Company is "Cairns Golf Club".

2. Type of Company

The Company is a not-for-profit public Company limited by guarantee.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10.00 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

5.1 In this constitution:

"ASIC" means the Australian Securities and Investments Commission;

"Annual General Meeting" means the annual general meeting held by the Company in accordance with the Corporations Act and the Constitution.

"Board" means the Board of Directors from time to time of the Company;

"Circular Resolution" has the same meaning as set out in clause 58.2;

"Company" or means the Cairns Golf Club A.C.N 009 656 160;

"Constitution" means the constitution of the Company as amended from time to time.

"Corporations Act" means the Corporations Act 2001 (Cth);

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“Chairperson” means a person appointed or elected to be the Company’s chairperson at the relevant meeting pursuant to this Constitution;

“director” or **“Director”** means a person who is recorded on the ASIC register as a director of the Company.

“General Meeting” means a meeting of Members and includes the annual general meeting;

“Initial Member” means a person who is named in the application for registration of the Company, with their consent, as a proposed member of the Company;

“Member or member” means a member of the Company;

“Members Present” means, in connection with a general meeting, a member present in person at the venue or venues for the meeting;

“Object” or **“Purposes”** means the objects of the Company as set out in clause 3;

“Ordinary Resolution” means a resolution that has been passed by a majority of votes cast by Members present and entitled to vote on the resolution;

“Secretary” means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary;

“Special Resolution” means a resolution:

- (a) of which notice has been given under clause 25.5(c), and
- (b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution

“Surplus Assets” means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

6. Interpretation

6.1 In this Constitution, unless the contrary intention appears:

- (a) The singular includes the plural and vice versa and word importing gender include other genders;
- (b) Words importing natural persons include corporations;

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- (c) Words and expressed defined in the Corporations Act has the same meaning in this Constitution;
- (d) Heads are for ease of reference only and do not affect the construction of this Constitution;
- (e) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (f) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

6.2 To the extent permitted by law, the replaceable clauses in the Corporations Act do not apply to the Company.

Charitable purposes and powers

7. Object

The Company is established for the dominant purpose of providing golf related recreation for its Members and visitors and particularly to provide and maintain the Cairns Golf Course and Clubhouse and related facilities for the benefit of the members of the Company and visitors.

8. Powers

Subject to clause 9, the Company has the following powers, which may only be used to carry out its purpose(s) set out in clause 7:

- (a) the powers of an individual, and
- (b) all the powers of a Company limited by guarantee under the Corporations Act.

9. Not-for-profit

9.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 71.

9.2 Clause 9.1 does not stop the Company from doing the following things, provided they are done in good faith:

- (a) Payment to any Member, officer or servant of the Company for goods supplied in the ordinary and usual way of business;
- (b) Payment of remuneration to any Member, officer or servant of the Company in return for any services actually rendered to the Company;
- (c) Payment of interest at a rate not exceeding the current bank overdraft rates of interest for money lent;

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- (d) Reimbursement of any money borrowed from a member of the Company; and
- (e) Payment of reasonable rent by the Company for premises demised or let to the Company.

10. Amending the constitution

- 10.1 Subject to clause 10.2, the members may amend this constitution by passing a Special Resolution.
- 10.2 The members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a not-for-profit organisation.

Members

11. Membership and register of members

- 11.1 There shall be the following classes of membership:
 - (a) Voting Members;
 - (b) Non-Voting Members;
 - (c) Such other class or classes of Members as is determined by the Board and provided for in the By Laws.
- 11.2 Membership of Company shall be open to any person who is of good character and repute and whose membership is likely to be compatible with existing members of the Company.
- 11.3 Eligibility for the membership classes noted in clause 11.1 are as follows:
 - (a) Voting Members – any person who has attained the age of 18 years who has paid the prescribed annual subscription fee for Voting Members in accordance with the class of Voting Member provided for in the By-Laws;
 - (b) Non-Voting Members – any person who has paid the prescribed annual subscription fee (if applicable) for Non-Voting Members in accordance with the class of Non-Voting Member provided for in the By-Laws;
 - (c) Such other classes of memberships as provided for in the By-Laws – such eligibility requirements as are provided for in the By-Laws as applicable to that class of membership.
- 11.4 The Company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
 - (a) for each current member:
 - i. name;
 - ii. address;

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- iii. phone contact;
- iv. email address (Where available)
- v. any alternative address nominated by the member for the service of notices, and
- vi. date the member was entered on to the register.

(b) for each person who stopped being a member in the last 7 years:

- i. name;
- ii. address;
- iii. phone contact;
- iv. email address (Where available)
- v. any alternative address nominated by the member for the service of notices, and
- i. dates the membership started and ended.

11.5 The Company must give current members access to the register of members.

11.6 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11.7 Only Voting Members may be nominated for the Board.

11.8 The Board shall, subject to the provisions of this Constitution, have powers to limit from time to time the number of persons admitted to any class of membership and to prescribe by By-Laws the rights and privileges which may be enjoyed from time to time by members of any class of membership and to prescribe what classes of membership will be Voting Members and Non-Voting Members.

11.9 A member can change the class of membership they belong to subject to the following:

- (a) Approval by the Board of the change; and
- (b) Payment of the difference in fees between the subscription fee for their current class and the subscription fee for new class they wish to be admitted. However, no refund is payable if the subscription fee for the desired new class is less than the subscription fee of the member's current class.

12. Who can be a member

12.1 A person who supports the purposes of the Company is eligible to apply to be a member of the Company under clause 13.

12.2 In this clause, 'person' means an individual or incorporated body.

13. How to apply to become a member

13.1 A person (as defined in clause 12.2) can only become a member by submitting an application for the membership in writing to the Secretary (or as otherwise provided for in the By-Laws) accompanied by the relevant application form and subscription fee for the class of membership applied for.

14. Directors decide whether to approve membership

14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.

14.2 If the directors approve an application, the secretary must as soon as possible:

- (a) enter the new member on the register of members, and
- (b) advise the applicant that their application has been approved.

14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to advise them that their application has been rejected. The secretary does not have to give reasons.

15. When a person becomes a member

15.1 An applicant will become a member when they are entered on the register of members.

16. When a person stops being a member

16.1 A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign under clause 16.2;
- (d) are expelled under clause 22, or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

16.2 Resignation by a Member

- (a) A member may resign from the Company at any time by giving notice in writing to the Secretary but shall pay all subscription fees and any other levies or charges in arrears due at the date of the notice or the later effective date noted in the notice. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice.

17. Subscription & Levies

- 17.1 Members shall pay a subscription fee annually, or if the Board so directs by instalment in advance. Notwithstanding this clause, the time and manner of payment thereof and all other matters pertaining thereto not especially provided by this Constitution shall be prescribed by the Board from time to time.
- 17.2 The subscription fee payable by members of the Company shall be such an amount that the Board may from time to time determine unless the variation in fee is less or more than 5% of the fee paid by 7 Day Ordinary Members in the previous period in which event such a change in the subscription fee must be approved by the Members at a General Meeting.
- 17.3 Members of any class of membership are required to pay their annual subscription fee in advance:
- (a) If a member at the date this Constitution is adopted, by the due date for renewal prescribed on the renewal notice issued to Members; and
 - (b) Otherwise twelve (12) months in advance from the date they are registered as a Member of the Company and thereafter on the anniversary of their membership.
- 17.4 If a Member fails to pay the subscription fee by the due date for payment, the Secretary shall cause the member's name to be removed from the register of Members of the Company and shall notify the member in writing to that effect.
- 17.5 The Board shall in its absolute discretion have the power to reinstate any such member removed from the register under clause 17.4 prior to the end of the financial year upon payment of the due subscription fee and any other charges payable by the member. If the member has not been reinstated under this clause they may apply to become a new member. The Company may keep a register of members who have ceased to be members by way of operation of clause 17.4.
- 17.6 The Board may upon a resolution of Members at a General Meeting impose a levy for any reasonable purpose on Members.

18. Life Member

- 18.1 The Board may from time to time resolve to recommend to the Members at a general meeting that a person be elected as a Life Member to the Company.

19. Leave of Absence

- 19.1 The Board shall have the power to grant any member a leave of absence during a year for any period which it consider in its complete discretion as reasonable in a particular circumstance. The subscription fee payable by the member during the period of the leave of absence shall be determined by the Board from time to time.

Dispute resolution and disciplinary procedures

20. Dispute resolution

- 20.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the Company.
- 20.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 20 until the disciplinary procedure is completed.
- 20.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 20.4 If those involved in the dispute do not resolve it under clause 20.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 20.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- 20.6 A mediator chosen by the directors under clause 20.5(b)(i):
- (a) may be a member or former member of the Company;
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 20.7 When conducting the mediation, the mediator must:

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- (a) allow those involved a reasonable chance to be heard
- (b) allow those involved a reasonable chance to review any written statements
- (c) ensure that those involved are given natural justice, and
- (d) not make a decision on the dispute.

21. Disciplining members

21.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the Company if the directors consider that:

- (a) the member has breached this constitution, or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Company.

21.2 At least 14 days before the directors' meeting at which a resolution under clause 21.1 will be considered, the secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, suspend or expel the member
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting
- (c) what the member is said to have done or not done
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

21.3 Before the directors pass any resolution under clause 21.1, the member must be given a chance to explain or defend themselves by:

- (a) sending the directors a written explanation before that directors' meeting, and/or
- (b) speaking at the meeting.

21.4 After considering any explanation under clause 21.3, the directors may:

- (a) take no further action
- (b) warn the member
- (c) suspend the member's rights as a member for a period of no more than 12 months
- (d) expel the member

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- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a General Meeting.
- 21.5 The directors cannot fine a member.
- 21.6 The secretary must give written notice to the member of the decision under clause 21.4 as soon as possible.
- 21.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 21.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

22. General meetings called by directors

- 22.1 The directors may call a General Meeting.
- 22.2 If members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a General Meeting, and
 - (b) hold the General Meeting within 2 months of the members' request.
- 22.3 The percentage of votes that members have (in clause 22.2) is to be worked out as at midnight before the members request the meeting.
- 22.4 The members who make the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the Company.
- 22.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

23. General meetings called by members

- 23.1 If the directors do not call the meeting within 21 days of being requested under clause 22.2, 50% or more of the members who made the request may call and arrange to hold a General Meeting.
- 23.2 To call and hold a meeting under clause 23.1 the members must:

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- (a) as far as possible, follow the procedures for General Meeting set out in this constitution
- (b) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost, and
- (c) hold the General Meeting within three months after the request was given to the Company.

24. Annual General Meeting

A General Meeting, called the Annual General Meeting, must be held at least once in every calendar year.

- 24.1 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
- (a) a review of the Company's activities
 - (b) a review of the Company's finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 24.2 Before or at the Annual General Meeting, the directors must give information to the members on the Company's activities and finances during the period since the last Annual General Meeting.
- 24.3 The chairperson of the Annual General Meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

25. Notice of general meetings

- 25.1 Notice of a General Meeting must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 25.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 25.3 Subject to clause 25.4, notice of a meeting may be provided less than 21 days before the meeting if:

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- (a) for an annual General Meeting, all the members entitled to attend and vote at the annual General Meeting agree beforehand, or
 - (b) for any other General Meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 25.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 25.5 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution
- 25.6 If a General Meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

26. Quorum at general meetings

- 26.1 For a General Meeting to be held, at least twenty (20) members (a quorum) must be present for the whole meeting. When determining whether a quorum is present, a person may only be counted once.
- 26.2 No business may be conducted at a General Meeting if a quorum is not present.
- 26.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 26.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

27. Auditor's right to attend meetings

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- 27.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 27.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a member of the Company is entitled to receive.

28. Representatives of members

- 28.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 35 , and
 - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 28.2 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 28.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 28.4 The appointment may be standing (ongoing).

29. Using technology to hold meetings

- 29.1 The Company may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 29.2 Anyone using this technology is taken to be present in person at the meeting.

30. Chairperson for general meetings

- 30.1 The President is entitled to chair a General Meeting.
- 30.2 The members present and entitled to vote at a General Meeting may choose a director or member to be the chairperson for that meeting if:
- (a) there is no President, or
 - (b) the President is not present within 30 minutes after the starting time set for the meeting, or

- (c) the President is present but says they do not wish to act as chairperson of the meeting.

31. Role of the chairperson

- 31.1 The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 31.2 The chairperson does not have a casting vote.

32. Adjournment of meetings

- 32.1 If a quorum is present, a General Meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.
- 32.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

33. Members' resolutions and statements

- 33.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the Company of a resolution they propose to move at a General Meeting (members' resolution), and/or
 - (b) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General meeting (members' statement).
- 33.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 33.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 33.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 33.5 The percentage of votes that members have (as described in clause 33.1) is to be worked out as at midnight before the request or notice is given to the Company.
- 33.6 If the Company has been given notice of a members' resolution under clause 33.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 33.7 This clause does not limit any other right that a member has to propose a resolution at a General Meeting.

34. Company must give notice of proposed resolution or distribute statement

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- 34.1 If the Company has been given a notice or request under clause 33:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a General Meeting, the members may pass a resolution that the Company will pay these expenses.
- 34.2 The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) the directors consider it may be defamatory
 - (b) clause 34.1(b) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (c) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the members.

35. Circular resolutions of members

- 35.1 Subject to clause 35.3, the directors may put a resolution to the members to pass a resolution without a General Meeting being held (a circular resolution).
- 35.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 35.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a Special Resolution, or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 35.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 35.5 or clause 35.6.
- 35.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or

- (b) separate copies of that document, as long as the wording is the same in each copy.

35.6 The Company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

36. How many votes a member has

Each Voting Member has one vote. A Non-Voting Member does not have a vote.

37. Challenge to member's right to vote

37.1 A member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.

37.2 If a challenge is made under clause 37.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

38. How voting is carried out

38.1 Voting must be conducted and decided by:

- (a) a show of hands
- (b) a vote in writing, or
- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

38.2 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

38.3 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

39. When and how a vote in writing must be held

39.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five Members Present
- (b) Members Present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
- (c) the chairperson.

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- 39.2 A vote in writing must be taken when and how the chairperson directs, unless clause 39.3 applies.
- 39.3 A vote in writing must be held immediately if it is demanded under clause 39.1:
- (a) for the election of a chairperson under clause 30.2, or
 - (b) to decide whether to adjourn the meeting.
- 39.4 A demand for a vote in writing may be withdrawn.

40. Appointment of proxy

- 40.1 A member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 40.2 A proxy does not need to be a member.
- 40.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 39.1.
- 40.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the Company's name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 40.5 A proxy appointment may be standing (ongoing).
- 40.6 Proxy forms must be received by the Company at the address stated in the notice under clause 25.5 or at the Company's registered address at least 48 hours before a meeting.
- 40.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 40.8 Unless the Company's receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

- (a) dies
- (b) is mentally incapacitated
- (c) revokes the proxy's appointment, or
- (d) revokes the authority of a representative or agent who appointed the proxy.

40.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

41. Voting by proxy

41.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

41.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

42. Number of directors

Subject to Clause 42.2, the **Company** must have at least five (5) and no more than seven (7) directors comprising Voting Members only. The Directors may make by-laws allowing for the creation of the roles of Men's Captain and Ladies Captain.

42.2 The Board may appoint an additional two (2) directors who are non-Voting Members if the Board considers they have special skills which will benefit the Company.

43. Election and appointment of directors

43.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the Company.

43.2 The Board shall be elected annually at an election at which only eligible financial members whose subscriptions are paid are entitled to vote.

43.3 Nominations for the election of a member to the Board shall be made in writing and signed by any two (2) Voting Members and the nominee and shall be lodged with the General Manager not less than twenty-one (21) days before the Annual General Meeting, which shall also be the "Nomination Closing Date".

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- 43.4 The General Manager shall immediately on the Nomination Closing Date post the names of the members nominated under clause 44.3 on the notice board.
- 43.5 If the number of members nominated for positions on the Board is less than those required to be filled, those members nominated will be declared elected and additional nominations for the unfilled positions shall be called for at the Annual General Meeting.
- 43.6 If more than the required number of members is nominated at the Annual General Meeting then an election shall be conducted at the Annual General Meeting. The election will be conducted by ballot using the 'first past the post' system.
- 43.7 The Board shall appoint a Returning Officer and two (2) Assisting Returning Officers to act as scrutineers of the ballot or ballots. Neither the Returning Officer nor Assistant Returning Officer can be a nominated member.
- 43.8 The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting. The Retiring Officer shall also forward postal ballot paper to a member if request by the member and in accordance with the By-Laws.
- 43.9 The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning Officer
- 43.10 The ballot shall be taken over eight (8) consecutive days to be fixed by the Board at the Company Premises.
- 43.11 A Member of the Company shall record a vote for the candidate or candidates for whom they wish to vote by marking the ballot paper in accordance with the directions given on the ballot paper.
- 43.12 The Returning Officer shall give each Assistant Returning Officer reasonable notice of the time and place of the opening of the ballot papers and the envelopes shall be opened by the Returning Officer in such a manner that the secrecy of the ballot shall be maintained and the Returning Officers shall ensure that votes recorded only by members entitled to vote and that no duplication of voting has taken place.
- 43.13 The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed. The decision of the Returning officer as to the validity of any ballot paper shall be final.
- 43.14 After the ballot papers have been examined they should be counted and the candidate for each position with the highest number of votes shall be elected.
- 43.15 If there shall be equality of votes for any candidates then the Returning Officer with the assistance of the Assistant Returning Officer shall determine by lot the candidate or candidates who is or are to be elected.

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- 43.16 After the Returning Officer has reported the results of the ballot to the Chairman of the Annual General Meeting the Chairman shall forthwith announce the results to the meeting.
- 43.17 The Board may from time to time make such By-Laws consistent with this Constitution as they think necessary for the conduct of any election and all other matters in connection therewith.
- 43.18 No member who is un-financial or currently under suspension shall be elected to office or perform duties as officer holder or member of any committee whilst the member remains un-financial or during the time of suspension.
- 43.19 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 43.20 A member elected must also provide to the Company a signed consent to act as a director of the Company, and
- 43.21 A member elected will be deemed ineligible to be a member of the Board if they are ineligible to be a director under the Corporations Act.
- 43.22 The Board may appoint a person as a director to fill a casual vacancy or as an additional director but so that the total number of Members appointed to the Board does not exceed seven (7) if that person:
- (a) is a member of the Company;
 - (b) gives the Company their signed consent to act as a director of the Company;
 - (c) is not ineligible to be a director under the Corporations Act; and
 - (d) meets the other eligibility requirements noted in this clause 44.
- 43.23 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

Term of office

- 43.24 At each Annual General Meeting:
- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
 - (b) three of the remaining directors must retire.

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- 43.25 The directors who must retire at each Annual General Meeting under clause 43.24(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 43.26 A director's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- 43.27 Each director must retire at least once every three years.
- 43.28 A director who retires under clause 43.24 may nominate for election or re-election, subject to clause 44.4.
- 43.29 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a Special Resolution.
- 43.30 A director must be elected as President for a period of not less than a two year term. A director must be elected as Treasurer for not less than a two year term.
- 43.31 All non-member elected directors must stand down each year.

44. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the Company
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the Company (other than if they are a director appointed under clause 42.2)
- (e) are a representative of a member, and that member stops being a member
- (f) are a representative of a member, and the member notifies the Company that the representative is no longer a representative
- (g) are absent for three (3) months without permission of the Board 3 consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the Company under the Corporations Act.

Powers of directors

45. Powers of directors

- 45.1 The directors are responsible for managing and directing the activities of the Company to achieve the objectives set out objectives and purpose set out in clause 7.

- 45.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 45.3 The directors must decide on the responsible financial management of the Company including:
- (a) any suitable written delegations of power under clause 47, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

46. Delegation of directors' powers

- 46.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 46.2 The delegation must be recorded in the Company's minute book.

47. Payments to directors

- 47.1 The Company must not pay fees to a director for acting as a director.
- 47.2 The Company may:
- (a) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- 47.3 Any payment made under clause 48.2 must be approved by the directors.
- 47.4 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

48. Execution of documents

The Company may execute a document without using a common seal if the document is signed by:

- (a) two directors of the Company, or
- (b) a director and the secretary.

Duties of directors

49. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and the following guidelines:

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- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 7
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 50
- (f) to ensure that the financial affairs of the Company are managed responsibly, and
- (g) not to allow the Company to operate while it is insolvent.

50. Conflicts of interest

- 50.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if reasonable to do so.
- 50.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 50.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 50.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the Company, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 68)

- (c) their interest relates to a payment by the Company under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

51. When the directors meet

The directors may decide how often, where and when they meet however the Directors must meet at least nine (9) times per calendar year.

52. Calling directors' meetings

- 52.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 52.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

53. Chairperson for directors' meetings

- 53.1 The Elected Chairperson is entitled to chair directors' meetings.
- 53.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the Elected Chairperson is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

54. Quorum at directors' meetings

- 54.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 54.2 A quorum must be present for the whole directors' meeting.

55. Using technology to hold directors' meetings

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- 55.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 55.2 The directors' agreement may be a standing (ongoing) one.
- 55.3 A director may only withdraw their consent within a reasonable period before the meeting.

56. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

57. Circular resolutions of directors

- 57.1 The directors may pass a circular resolution without a directors' meeting being held.
- 57.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4
- 57.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 57.4 The Company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 57.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 57.2 or clause 57.4.

Secretary

58. Appointment and role of secretary

- 58.1 The Company must have at least one secretary, who may also be a director.
- 58.2 A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.
- 58.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 58.4 The role of the secretary includes:
 - (a) maintaining a register of the Company's members;

- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and circular resolutions; and
- (c) maintaining the By-Laws included making the necessary amendment to the By-Laws if an amendment to the By-Laws is made in accordance with clause 62.

Minutes and records

59. Minutes and records

- 59.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each General Meeting.
- 59.2 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 59.3 To allow members to inspect the Company's records:
- (a) the Company must give a member access to the records set out in clause 59.1, and
 - (b) the directors may authorise a member to inspect other records of the Company, including records referred to in clause 59.2 and clause 60.1.
- 59.4 The directors must ensure that minutes of a General Meeting or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 59.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

60. Financial and related records

- 60.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.

- 60.2 The Company must also keep written records that correctly record its operations.
- 60.3 The Company must retain its records for at least 7 years.
- 60.4 The directors must take reasonable steps to ensure that the Company's records are kept safe.

By-laws

61. By-laws

- 61.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 61.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

62. What is notice

- 62.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 63 to 65, unless specified otherwise.

63. Notice to the Company

Written notice or any communication under this constitution may be given to the Company, the directors or the secretary by:

- (a) delivering it to the Company's registered office
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided
- (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address.

64. Notice to members

- 64.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices

- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

64.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

65. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 67.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

66. Company's financial year

The Company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

67. Indemnity

- 67.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 67.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 67.3 In this clause, 'to the relevant extent' means:
 - (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and

- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

67.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

68. Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

69. Directors' access to documents

69.1 A director has a right of access to the financial records of the Company at all reasonable times.

69.2 If the directors agree, the Company must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

Winding up

70. Surplus assets not to be distributed to members

If the Company is wound up, any Surplus Assets must not be distributed to a member or a former member of the Company, unless that member or former member is a charity described in clause 71.1.

71. Distribution of surplus assets

71.1 Subject to the Corporations Act and any other applicable legislation, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Clause 7, and
- (b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.

71.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.