

KENSINGTON GARDENS BOWLING AND TENNIS CLUB INCORPORATED

Established 1919 Incorporated 9th October 1957

Cnr The Parade and East Terrace KENSINGTON GARDENS SA 5068

CONSTITUTION CONSOLIDATION INCORPORATING AMENDMENTS MADE UP TO AND INCLUDING 21 AUGUST 2017

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1 NAME AND CLUB COLOURS

The name of the Association shall be 'Kensington Gardens Bowling and Tennis Club Incorporated'.
The Club colours shall be Black and Gold.

2 DEFINITIONS

In this Constitution, unless there is something in the subject or context inconsistent there with:

- a) 'Club' shall mean Kensington Gardens Bowling and Tennis Club Incorporated;
- b) words implying the singular number shall include the plural, and vice versa; and
- c) references to this Constitution shall mean the rules of the Club as in force for the time being;
and
- d) references to any Act shall be read as though the words "and any modification or re-enactment thereof or statutory substitution thereof for the time being in force" were added to such references.

3 OBJECTS

The objects of the Club are as follows:

- a) to foster and encourage the games of Bowls and Tennis;
- b) to promote and conduct such other sports, games, dances, concerts and pastimes, indoor and outdoor, as may from time to time be determined by the Board of Management of the Club referred to in Clause 6; and
- c) to provide, construct and maintain grounds, greens, courts, buildings and accommodation necessary for such activities.

4 POWERS

In addition to and not in derogation of the powers set forth in the Associations Incorporation Act 1985, the Club shall have the following powers, namely:

- a) to grant rights and privileges to members;
- b) to raise money by entrance fees, subscriptions, levies, mortgages, debentures, entertainment, services and otherwise;
- c) for all or any of the objects of the Club, to acquire by purchase, lease, exchange, hire or otherwise, any real or personal property, either alone or in conjunction with other associations, clubs, bodies or societies;
- d) to sell, manage, lease, hire, mortgage, charge, dispose of or otherwise deal with, all or any part of the assets or property, real or personal, of the Club;
- e) to accept any gift of money or property, whether subject to any special trust or not, for any one or more of the objects of the Club;
- f) to invest any monies of the Club in such manner as may from time to time be determined by the Board of Management;
- g) to print and publish any newspapers, periodicals, books, circulars or leaflets which may be

- thought by the Board of Management desirable for the Club's objects;
- h) subject to Clause 13.4 hereof, to employ and remunerate any person or persons required to carry out the objects of the Club and to enter into or establish superannuation schemes or provident funds for the benefit of any such person or persons;
 - i) to apply for such licences and/or permits pursuant to the Liquor Licensing Act 1985 as the Board of Management may determine for the sale or supply of liquor and the keeping of liquor in or upon the premises of the Club, and to nominate, appoint or elect any person to apply for such licences or permits, and to make such rules or regulations as may be necessary to ensure the observance by the Club of the conditions of any such licences or permits as may be issued pursuant to the Liquor Licensing Act 1985 or any Act amending or repealing the same; and
 - j) to do all such other acts and things as are conducive or incidental to the above mentioned objects.

5 MEMBERSHIP

5.1 CATEGORIES OF MEMBERSHIP

The Club shall consist of members in the following categories:

- a) bowls members;
- b) tennis members
- c) dual members, who shall have all the rights and privileges of a full bowls member and a full tennis member;
- d) social or non-playing members, who shall be entitled to be admitted to the clubhouse and grounds, but shall not be entitled to take part in any games on the greens or courts of the Club;
- e) Honorary Life members ; and
- f) such other categories or sub-categories of members as the Board of Management sees fit to declare.

Honorary Life members shall be those elected at the Annual General Meeting or at a Special General Meeting of members by a majority of three-fourths of those present and voting at such meeting. Every proposal to elect a person to be an Honorary Life member shall be submitted to the Board of Management and if approved, shall be posted on the notice board of the Club for at least four weeks before the proposed meeting for the election of the nominee as an Honorary Life member. Honorary Life members shall be entitled to all privileges of Full members of the relevant Section of the Club. Honorary Life Members shall be liable for all payments due to organisations to which the Club is required to make a payment on behalf of the member. No person shall be eligible for election as an Honorary Life member unless such person has rendered outstanding services to the Club.

5.2 HONORARY MEMBERSHIP (VISITORS)

Honorary members shall be those who visit the club and who are members of any other club or association which is affiliated to the Club or which is a member of or comes under the jurisdiction or control of BowlsSA, Tennis SA or any other State authority provided for in the Constitution and By-Laws of the Australian Bowls Council, or Tennis Australia. Such members shall be Honorary members of the Club for the day on which they visit the Club for the purpose of playing bowls or tennis and who actually play.

5.3 VOTING RIGHTS AND ELIGIBILITY FOR OFFICE

All members in categories defined in Clause 5.1 shall be entitled to attend Annual General Meetings and Special General Meetings of the Club and to vote thereat and shall be eligible to hold office on the Board of Management. All tennis members and bowling members shall be entitled to attend Annual General Meetings and Special General Meetings of their respective sections and to vote thereat and shall be eligible to hold office on their respective Section Committees.

5.4 ELECTION OF NEW MEMBERS

All new members shall be elected by the Board of Management and such election shall be by ballot if demanded by any member of the Board of Management present at the meeting. Each person applying for membership shall be proposed and seconded in writing, on the prescribed form, by two full members of the Club. The Secretary shall keep a record of the nominations in the order in which they are received, and the Board of Management shall consider nominations in that order. The Board of Management, however, shall have the power to consider nominations other than in that order in special circumstances and the Board of Management shall be the sole arbiter of what constitutes 'special circumstances'. Every nomination of a new member shall be accompanied by the entrance fee hereinafter referred to (unless the Board of Management in its discretion waives entrance fees either for a specific period or categories of applicants for membership, or in any particular case) and, in the event of the candidate not being elected, such entrance fee shall be refunded. If the candidate is elected and fails to pay the subscription within the time prescribed in the Constitution, the member's election may be declared void by the Board of Management and the entrance fee forfeited. Every member shall have access to a copy of this Constitution and shall be bound thereby. The Board of Management may delegate its role under this Clause to the Club Section Committees.

5.5 RESIGNATION OF MEMBERS

Any member may resign his/her membership at any time by advising the Secretary in writing of his/her intention so to do. Upon such resignation such member shall cease to be a member but shall be liable for any subscriptions and any other monies then due.

5.6 TERMINATION OF MEMBERSHIP

The Board of Management may terminate the membership of any member as from the end of the current financial year by a resolution on the vote of a majority of three-fourths of the members present and voting that the subscription of such member for the ensuing year be refused.

5.7 COMPLAINTS AGAINST MEMBERS

The Board of Management, on receiving a written complaint from any six members, or a Section Committee, regarding the conduct of any member and having determined that the conduct complained of appears to be contrary to this Constitution, or inconsistent with the character and interests of the Club, may, after having given such member an opportunity of showing cause why

he/she should not be expelled, expel such member on the vote of a majority of three-fourths of the members present and voting. Any expelled member shall forfeit all rights of membership of the Club but shall not be thereby released from his/her pecuniary obligations to the Club.

5.8 PENALTIES ON MEMBERS

The Board of Management, after giving reasonable notice to any member who shall be alleged to have wilfully infringed this Constitution and after affording such member an opportunity of being heard in defence, shall have power on the vote of a majority of three-fourths of the members present and voting to inflict such penalties for infringement as the Board of Management thinks fit.

6 THE BOARD OF MANAGEMENT

6.1 STRUCTURE

The general management of the business and affairs of the Club shall be vested in a Board of Management consisting of the Chairperson, the Secretary, the Finance Director and five other members, who will have responsibility for key portfolios as determined by the Board.

6.2 TENURE

The members of the Board of Management shall hold office until the next Annual General Meeting of the Club and until the conclusion of the meeting at which their successors are elected, and they shall be eligible for re-election.

6.3 POWERS

In addition to the powers conferred on the Board of Management elsewhere in this Constitution the Board of Management shall have power to:

- a) make By-Laws with respect to any of its powers;
- b) authorise expenditure, borrow money and raise money by mortgage or charge over any of the property of the Club, real and personal, issue debentures and loan certificates charged upon all or any of the property of the Club, receive all monies and subscriptions, impose levies, appoint sub-committees, appoint members to such subsidiary positions as may be considered desirable and revoke such appointments, engage or discharge servants or employees, execute and do all such acts and things as the Club may be authorised or required to do pursuant to any deed relating to any superannuation scheme for the benefit of any employees, take or accept a lease or leases of grounds, erect buildings on Club freehold or leasehold land, purchase real estate and any fixed assets, and invest in securities, provided that giving a mortgage or charge over the property of the Club or issuing debentures or loan certificates or accepting a lease or making a purchase of any real estate or imposing a levy or erecting any buildings or improvements to cost more than twenty five thousand dollars, excluding any component funded by grant moneys, may be done only after the same has been submitted to a Special General Meeting of members called for the purpose and approved by such meeting;
- c) approve or veto any act or decision of the Committees of the Bowling or the Tennis Sections;
- d) close the Club's premises, greens or courts at its discretion for any period or periods and in all

- things manage, control and conduct the business of the Club, including the serving of food and refreshments on the Club's premises;
- e) determine and fix, from time to time, the number of members to be admitted to the various sections of the Club;
 - f) fill any vacancies on the Board of Management that may occur during the year;
 - g) determine, subject to the provisions of Clause 14, the conditions under which visitors shall be entitled to enter or use the Club's premises, greens or courts, including the amount of any visitor's fees payable;
 - h) generally do all such things and perform such acts as the Board of Management in its absolute discretion considers appropriate in relation to the management, development and administration of the Club and the attainment of the objects of the Club, including ensuring the safety of its members, invitees and visitors; and
 - i) do all such other acts and things as are specified in Clause 4.

6.4 NOMINATION OF CLUB OFFICERS

- a) Nominations for the positions of Chairperson, Secretary, Finance Director and three Board member positions shall be made in writing and signed by two full members and by the person so nominated consenting to such nomination, and delivered to the Secretary seven (7) days before the date of the Annual General Meeting. Such nominations shall be posted on the notice board immediately they are received.
- b) Nominations for the other two members of the Board of Management shall be made by the Tennis Section (1 nomination) and Bowling Section (1 nomination) and shall be delivered in writing to the Secretary seven (7) days before the date of the Annual General Meeting. The members so nominated shall be deemed to be elected at the Annual General Meeting.

6.5 INSUFFICIENT NOMINATIONS

In the event of insufficient nominations being received for any particular office or position within the prescribed time, those nominated shall be declared elected and the Board of Management shall appoint a member or members to fill the remaining vacancy or vacancies.

6.6 ELECTION OF OFFICERS

Where there are more candidates than are required for any office, a ballot shall be held by the members present and entitled to vote at the Annual General Meeting. Ballot papers upon which votes are not recorded for the required number of officers shall be informal.

6.7 MEETINGS AND QUORUM

- a) The Board of Management shall hold meetings at least once each quarter on dates and at times which it determines. Special meetings of the Board of Management may be called at any time by the Chairperson and shall be called on the written request of any three members of the Board in accordance with Clause 7.1.
- b) At Board of Management meetings, six members shall constitute a quorum. No meeting shall be held unless a quorum is present. If a quorum is not present within 15 minutes of the appointed time, such meeting may be adjourned to a date and time to be fixed by those members present.

c) The Board of Management may act even if there are vacancies on the Board.

Notice of such adjourned meeting shall be sent by the Secretary to all members of the Board. If at such adjourned meeting there is no quorum in attendance, those present shall be empowered to complete the business.

7 OFFICERS OF THE CLUB

7.1 CHAIRPERSON

The Chairperson shall preside at all general meetings of all club members and all Board of Management meetings. If the Chairperson is not present at the time appointed for holding such meeting, a Chairman shall be appointed from the members then present. The Chairperson may call a general meeting of all Club members or a Board of Management meeting whenever he/she thinks fit. The Chairperson shall call a meeting of the Board of Management on receipt of a requisition signed by three members of the Board of Management within ten (10) days of the date of the receipt of such requisition. Such requisition shall state the objects and business for which the Board of Management meeting is being called.

7.2 SECRETARY

The Secretary shall carry out all duties and instructions which the Chairperson or Board of Management directs, convene all Club General Meetings and all Board of Management meetings, take minutes of the business transacted thereat and enter same in the Club Minute Book, conduct, keep and produce the correspondence in connection with all matters dealt with by the Board of Management, keep a register containing the names and addresses of all members, post on the Club notice board all notices required to be so posted either by this Constitution or as directed by the Chairperson or Board of Management, and generally perform and carry out all duties pertaining to the office of Secretary for the benefit of the Club.

7.3 FINANCE DIRECTOR

The duties of the Finance Director shall be to:

- a) receive all monies belonging to the funds of the Club and within a reasonable time deposit or arrange to be deposited such monies with the Club's bankers;
- b) pay all accounts;
- c) keep correct accounts of all monies received and expended;
- d) prepare and submit financial statements to each Annual General Meeting of the Club;
- e) produce a statement of financial transactions and of the financial position of the Club, including the bank balance, at each ordinary meeting of the Board of Management.

The Finance Director may delegate the functions of receiving and banking funds and paying accounts as provided in sub clause (a) and (b) to an Accounts Officer appointed by the Board of Management, subject to the controls under Clause 13.2 being enforced.

7.4 CLUB LICENCE MANAGER

There shall be a Club Licence Manager who shall be appointed by the Board of Management and who shall apply for such licences and permits as the Board of Management may determine for the sale and supply of liquor and for the keeping of liquor in or upon the Club's premises, and who shall be responsible for ensuring the observance by the Club of the conditions of any such licences and permits as may be issued pursuant to the Licensing Act 1985 or any Act amending or repealing the same.

7.5 GREENS MANAGER

Subject to clause 6.3 (d), each section may appoint a Greens Manager who shall have control of the management of the greens or the courts, shall decide during the season which greens or courts can be played upon and which shall be closed, and shall have the power to authorise the purchase of materials necessary for the maintenance thereof. The Greenkeeper, greens consultant or greens contractor shall work under the sole direction of the relevant section's Greens Manager.

7.6 HOUSE SUPERVISOR

The House Supervisor shall be appointed by the Board of Management and shall be responsible for the care and maintenance of the Club premises and shall have power to authorise the purchase and distribution of stores and materials required therefore.

8 ANNUAL GENERAL MEETING OF THE CLUB

The Annual General Meeting of the Club shall be held not later than 31st August in each year to receive the report of the Board of Management, the Finance Director's report and statement of accounts; to elect the officers and members of the Board of Management; to determine the annual subscription which each category or sub-category of members must pay for the ensuing season and the entrance fee (if any) which applicants for membership shall be required to pay; and to transact any other general business of the Club. Notice of the Annual General Meeting shall be given to all eligible members at least seven (7) clear days prior to date of such meeting, specifying the meeting as such, and specifying the place, date and time of the meeting.

9 SPECIAL GENERAL MEETINGS OF THE CLUB

A Special General Meeting of the Club shall be convened by the Secretary at any time at the direction of the Chairperson or Board of Management, or within 21 days of the receipt of a requisition in writing, signed by no fewer than 15 full members, who in their requisition shall state clearly the objects and business of such Special General Meeting. No business shall be brought forward or discussed except that for which such Special General Meeting shall have been convened. Notice shall be given to all members entitled to be present and to vote thereat at least seven (7) clear days prior to the holding of such meeting, specifying the place, date and time of such meeting, and setting out the objects and business of the meeting.

10 QUORUM AT CLUB AGM AND SPECIAL GENERAL MEETINGS

A Quorum at all Annual General and Special General Meetings of the Club shall be 40 members present and entitled to vote. Should a Quorum not be present within 15 minutes of the specified time, such meeting shall stand adjourned to the same day and time of the next week. If at such adjourned meeting there is no Quorum in attendance, those present shall be empowered to transact the business for which the meeting was called.

11 SECTION COMMITTEES

11.1 DEFINITION

There shall be two separate Section Committees representing the Bowling and Tennis Sections.

Such separate Section Committees shall conduct the affairs of the respective sections, subject to the control of the Board of Management and to this Constitution.

11.2 POSITIONS

The Bowling Committee shall consist of a President, Vice-President, Secretary, Treasurer and five (5) other members. The Tennis Committee shall consist of a President, Vice-President, Secretary, Treasurer and seven (7) other members.

The Chairperson shall be an ex-officio member of all Section Committees, with full voting rights.

11.3 TERM OF OFFICE

The members of the Section Committees shall be elected for not less than twelve months and shall hold office until the next Annual General Meeting of their respective Sections and until the conclusion of the meeting at which their successors are elected, and they shall be eligible for re-election.

11.4 POWERS

Section Committees shall have power to:

- a) make By-Laws with respect to any powers conferred on such Committees by this Constitution for the conduct of their respective Sections and revoke or alter such By-Laws from time to time as they may deem necessary, but the Board of Management may at any time disallow such By-Laws, which shall then cease to have force and effect;
- b) appoint such sub-committees as they deem desirable and revoke such appointments; and
- c) fill any vacancies on their Committees that may occur during the year.

Section committees and subcommittees may expend money only within the respective authorities granted to them by the Board of Management. They shall not commit the Club to any capital expenditure without the authority of the Board of Management.

11.5 NOMINATIONS FOR POSITIONS

Nominations for the positions designated in paragraph 11.2 on the committees of the two Sections of the Club shall be made in writing and signed by two Section members, and by the person so nominated consenting to such nominations and delivered to the Secretary of the relevant Section seven (7) days before the Annual General Meeting of the relevant Section, and such nominations shall be posted on the notice board immediately they are received. In the event of a candidate for any office being defeated by ballot he/she shall be eligible to be nominated verbally at the Annual General Meeting for any Section office remaining vacant or as a member of the Section Committee. Other members of the Committee may be nominated verbally at the respective meetings.

11.6 INSUFFICIENT NOMINATIONS

In the event of insufficient nominations being received for any particular office or position within the prescribed time, those nominated shall be declared elected and the members in attendance at the Annual General Meeting or of the Section Committee so declared to have been elected shall have power to nominate and elect a member or members to fill the remaining vacancy or vacancies.

11.7 ELECTION OF OFFICERS

Where there are more candidates than are required for any office, a ballot shall be held by the members present and entitled to vote at the Annual General Meeting. Ballot papers upon which votes are not recorded for the required number of officers shall be informal.

11.8 MEETINGS AND QUORUM

- a) Section Committees shall hold meetings at least once a quarter on dates and at times which they determine. Special meetings of Section Committees may be called at any time by the respective Section Presidents and special meetings shall be called on the written request of any three members of the respective Committees in accordance with Clause 11.9.
- b) At Section Committee meetings, five members shall constitute a quorum. No meeting shall be held unless a quorum is present. If a quorum is not present within 15 minutes of the appointed time, such meeting may be adjourned to a date and time to be fixed by those members present. Notice of such adjourned meeting shall be sent by the Secretary of the Committee to all members of the Committee. If at such adjourned meeting there is no quorum in attendance, those present shall be empowered to transact the business of the meeting.
- c) The Executive Committee or a Section Committee may act even if there are vacancies on the Committee.

11.9 THE SECTION PRESIDENTS

A Section President shall preside at all meetings of Section members and at Committee meetings of the Section. If the Section President is absent at the time appointed for holding such meeting, a Chairman shall be appointed from the members then present. A Section President may call a meeting of the Section members or of the Section Committee whenever he/she thinks fit and shall call a Section Committee meeting on a requisition signed by three members of the Section Committee

within ten (10) days of the date of the receipt of such requisition, which shall state the objects and business for which the Section meeting is to be called.

11.10 THE SECTION SECRETARIES

A Section Secretary shall carry out all duties and instructions which the Section President or Section Committee directs, convene all meetings of Section members and Section Committee meetings, take minutes of the business transacted thereat and enter same in the Section Minute Book. He/she shall conduct, keep and produce the correspondence in connection with the Section, post on the Section notice board all notices required to be so posted either by this Constitution or as directed by the Section President or Section Committee, and generally perform and carry out all duties pertaining to the office of Section Secretary for the benefit of the Section.

11.11 THE SECTION TREASURERS

The duties of the Section Treasurer shall be to:

- a) receive all monies authorised by the Board of Management to be collected by the Section, and within reasonable time deposit such monies, or arrange for the deposit of such monies with the Section's bankers;
- b) pay all accounts as incurred by the Section;
- c) pay to the Finance Director any funds accumulated and not immediately required;
- d) keep correct accounts for all monies received and expended;
- e) produce a statement of cash transactions and of the financial position of the Section, including bank balance, at each meeting of the Section Committee;
- f) prepare and submit to the Finance Director, financial statements for the year, as soon as practicable after the end of the financial year.

11.12 APPOINTMENT OF ALTERNATES TO BOARD OF MANAGEMENT

- a) A member of a Section Committee may, subject to the approval of the Section Committee of which he or she is a member, by notice in writing to the Chairperson or Secretary, appoint another person (including a person who is a member of the Board of Management) to be an alternate member of the Board of Management ("Alternate") in his or her place during any period when the appointor shall be absent from a meeting of the Board of Management.
- b) An Alternate is entitled, if the appointor does not attend the meeting of the Board of Management, to take part in that meeting and to vote in place and on behalf of the appointor. An Alternate is entitled to a separate vote for the appointor in addition to any vote the Alternate (if a member of the Board of Management) may have in his or her own right.
- c) In determining whether a quorum is present at a meeting of the Board of Management, an Alternate who attends the meeting is to be counted as a member for the appointor as well as (if the Alternate is a member of the Committee) in his or her own right. No person may act as an Alternate for more than one appointor at any one time.
- d) The appointment of an Alternate may be terminated at any time by the appointor or by the Section Committee, and terminates in any event if the appointor vacates office as a Section Committee member or resigns as a member of the Club.

12 AGM AND SPECIAL GENERAL MEETINGS OF SECTIONS

- a) The Annual General Meetings of members of the two sections shall be held not later than the 31st of July in each year to receive the reports of the respective Section Committees, to elect officers and delegates to their respective Associations and to transact any other general business of the respective Sections.
- b) A Special General Meeting of members of any of the two Sections of the Club shall be convened by the Section Secretary at any time at the direction of the Section President or Section Committee, or within 21 days of the receipt of a requisition in writing, signed by no fewer than 15 Section members, who in their requisition shall state clearly the objects and business of such Special Meeting. No business shall be brought forward or discussed except that for which such Special General Meeting shall have been convened. Notice shall be given to all members entitled to be present and to vote at the Special General Meeting of the Section at least seven (7) clear days prior to the holding date of such meeting, specifying the meeting as such, and specifying the place, date and time of the meeting, which shall be held within 14 days of the date of the notice convening the meeting.
- c) A quorum at all Annual General and Special General Meetings of the Sections shall be 15 members present and entitled to vote. Should a quorum not be present within 15 minutes of the specified time, such meeting may be adjourned to the same day and time of the next week. If at such adjourned meeting there is no quorum in attendance those present shall be empowered to transact the business for which the meeting was called.

13 CLUB MANAGEMENT

13.1 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairperson, Secretary and Finance Director. From time to time, the Board of Management may delegate authority to the Executive Committee to make decisions on particular matters between meetings of the Board of Management. On such occasions, the Executive Committee shall report on its decisions to the next meeting of the Board of Management.

13.2 BANK ACCOUNT

- a) All monies received on behalf of the Club or on behalf of the Sections shall be deposited to the credit of the Club account or the respective Section accounts in a bank or banks to be determined by the Board of Management or the respective Section Committees. All cheques drawn on accounts shall be signed by any two of the following officers, viz. the Chairperson, the Secretary, the Finance Director and the Accounts Officer in the case of the Club accounts, or the relevant Section President, Section Secretary and Section Treasurer in the case of the Section accounts;
- b) provided that, should any of these officers be absent through illness or any other cause, a substitute may be appointed by the Board of Management or by the respective Section Committees to act in place of and during the absence of such officer.

Internet Banking

The Finance Director, Section Treasurers and the club Accounts Officer shall have an ongoing authority to use internet banking to make payments of accounts up to a maximum of \$5,000 per transaction. The Finance Director shall review and certify all transactions recorded on the Bank Register Statements for the General Accounts and Bar Accounts for each quarter of the financial year, reconcile these with the relevant bank statements and table the certified Bank Register statements at the next meeting of the Board of Management. The Section Treasurers shall similarly certify, reconcile and report on their transactions to each meeting of their respective Section Committees.

13.3 AUDIT

There shall be an Auditor of the Club who shall be elected at the Annual General Meeting of the Club.

The accounts of the Club shall be audited by the Auditor. The Auditor may be full member of the Club but not a member of any of the Committees. The Chairperson or the Board of Management may at its discretion engage professional Auditors to examine and report on the financial affairs of the Club at any time. The Auditor shall at all reasonable times have access to the books and other documents of the Club. The Auditor shall be supplied with a copy of the balance sheet and statement of accounts at least fourteen (14) days before the Annual General Meeting and it shall be their duty to examine the same and certify their correctness in relation to the books, accounts and documents of the Club. The accounts of the Sections shall be audited by the Finance Director and on demand shall be produced to the Club Auditor.

13.4 APPLICATION OF INCOME

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club, as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by means of dividend, bonus, or otherwise by way of profit to the members of the Club; provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Club, or any member of the Club, or other persons in return for specific services rendered to the Club or the payment or investment, in good faith, of any monies in such manner as may be authorised or required by any deed relating to any superannuation for the benefit of any employees of the Club. If upon the winding up or the dissolution of the Club there remains, after satisfaction of all debts and liabilities, any property whether real or personal, the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other institution or institutions having similar objects to the Club's to be determined by members of the Club at or before the time of the winding up or dissolution, or, in default thereof, by such Judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

13.5 VOTING PROCEDURES

- a) At all meetings, including Committee meetings, each member shall have one vote only and voting by proxy shall not be allowed. The voting for all offices or committees shall be by ballot, but on any other question the voting shall be by show of hands unless a ballot is required by at least three (3) members. The Chairman of all meetings shall have a deliberative as well as a

casting vote except that in the event of a tie in any ballot for election of officers or committees the Chairman shall first call for a further ballot to decide between the candidates who have tied before exercising his/her casting vote. All voting shall be by simple majority unless otherwise provided in this Constitution.

- b) The Board or the Committees may meet together either in person or (provided that all persons participating in the meeting are able to hear and be heard by all other participants) by telephone or any other form of instantaneous communication for the dispatch of business, and may adjourn and otherwise regulate their meetings and proceedings as they think fit. Any Board or Committee member not present in person at any meeting but participating in the meeting by telephone or any other means of instantaneous communication will be deemed for the purposes of this Constitution to be present at that meeting.
- c) A resolution in writing signed by all the members of the Board or a Committee (not being less than a quorum) will be as valid and effectual as if it had been passed at a meeting of the Board or Committee duly convened and held.

For the purposes of this sub-clause a Committee member will be deemed to have signed a written resolution if he or she has sent an email to the Chairperson or Secretary or to a Section President or Secretary (as the case may be) signifying his or her agreement to the proposed resolution. Any such resolution will be deemed to have been passed at a meeting of the Board or Committee held on the day on which the resolution was deemed to have been signed or (if the Board or Committee members are deemed to have signed the resolution on different days) on the last day it was signed by a Board or Committee member and at the time at which the resolution was last deemed to have been signed. Two or more separate resolutions in identical terms, each of which is or is deemed to have been signed by one or more Board or Committee members, will together be deemed to constitute one resolution in those terms passed on the date and at the time when a copy of the resolution was last deemed to have been signed by a Board or Committee member.

13.6 INDEMNITY TO MEMBERS

Any members of the Club who may, by authority of the members in general meeting or the Board of Management or of a Section Committee, accept or incur any pecuniary liability on behalf of the Club shall be indemnified by the Club against any claim or personal loss in respect of such liability. The Club shall also indemnify and hold harmless each elected officer, each member appointed or elected or deemed to be elected to the Board of Management or any Section Committee, and also any member of the Club carrying out any activity with the authority of members in general meeting or of the Board of Management or a Section Committee, from and against any or all claims, losses and liabilities to which he/she may be or become subject by reason of his/her alleged acts or omissions as such officer or member or member acting as aforesaid, and shall reimburse each officer or member for all legal and other expenses reasonably incurred in connection with the defence against such claims, losses or liabilities PROVIDED HOWEVER that no such officer or member shall be indemnified nor be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her wilful misconduct or acts or omissions not performed in the bona fide performance of his/her functions, duties or authority. The foregoing rights of such officers and members shall not be exclusive of other rights to which they may be lawfully entitled.

13.7 OBLIGATIONS OR CONTRACTS

The members of the Board of Management shall have recourse to all members of the Club for relief

from all obligations or contracts for which they as managers have made themselves liable on behalf of the Club either as lessees or otherwise.

13.8 THE COMMON SEAL

The Common Seal of the Club shall not be affixed to any document except by a resolution of the Board of Management. The Chairperson, the Secretary and the Finance Director for the time being shall be the Seal Holders. Any two of the Seal Holders shall sign documents to which the Common Seal is attached.

13.9 MINUTES

Full and complete records of all meetings of the Board of Management and of Committees and meetings of members shall be kept and entered in books provided for that purpose.

13.10 SUBSCRIPTIONS, ENTRANCE AND AFFILIATION FEES

The membership year for club members shall be 1st September to 31st August. The Annual Subscription which each category of member shall be liable to pay in each membership year shall be determined from year to year at the General Meeting. The entrance fee which applicants for membership shall be liable to pay shall be determined from year to year at the Annual General Meeting. Subscriptions shall be payable annually in advance as from 1st September in each year; provided, however, that members elected after 1st January in any membership year shall pay for that membership year sixty per cent of the current subscription, and such amount shall be payable in advance. The Board of Management shall have power to reduce or remit a member's subscription when it considers such reduction or remission justified by reason of illness or absence of such member or by reason of any hardship to such member.

13.11 OVERDUE SUBSCRIPTIONS

If any member shall fail to pay the subscription due on or before 30th September in any year, or in the case of new members within one month of the date of election:

- a) such member shall not be entitled to play on the Club greens or courts or to vote at any meeting whilst such member's subscription remains unpaid; and
- b) the Board of Management may terminate the membership of such member by resolution to that effect. Such resolution shall not relieve such member from his/her pecuniary obligations to the Club.

13.12 PROVISION FOR DEPRECIATION OF CLUB ASSETS

The Finance Director shall include provision for depreciation of the Club's assets in the annual accounts and financial statements of the Club having regard to written down asset replacement costs. An appropriate amount of club income shall be annually set aside and deposited in a separate accumulating fund designated as an "Asset Replacement Account" which shall be reserved for asset refurbishment or replacement requirements with the investment of the account funds being separated from the investment of Club general funds.

14 SUPPLY OF LIQUOR TO VISITORS AND MINORS

- a) A visitor to the Club shall not be supplied with liquor on the Club premises unless in the company of a member who has entered the name of the visitor in a book kept for the purpose and signed opposite the name of the visitor. No member shall introduce or entertain more than five visitors at any one time.
- b) No liquor shall be sold or supplied to any person under 18 years of age, and no person under 18 years of age shall purchase or consume any liquor on the premises of the Club.

15 AMENDMENT OF CONSTITUTION

This Constitution may be amended only at a Special General Meeting of the members of the Club duly called for the purpose, by a motion carried by a majority of two-thirds of those present and voting.

16 INTERPRETATION OF CONSTITUTION

If any question arises as to the interpretation of any part of this Constitution it shall be determined by the Board of Management, whose decision shall be final.

17. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as *bona fide* remuneration of a member for services rendered or expenses incurred on behalf of the Club.

18. APPLICATION OF SURPLUS ASSETS

- a) If after the winding up of the Club there remain surplus assets, such surplus assets shall be distributed to any organisation which has similar objects to those of the Club and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of the members of the Club in a general meeting.

19. DEFECTS IN APPOINTMENT

All resolutions passed at any duly convened General Meeting or at any meeting of the Club, and all acts done by a member or by a Board or Committee member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or Committee member, or that they or any of them were disqualified, be as valid in all respects as if every such person had been duly appointed.

20. SERVICE OF NOTICES

- a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - i) by delivering it to the person personally;
 - ii) by sending it by pre-paid post to the recorded address of the person; or

- iii) by sending it by email or some other form of electronic transmission to his or her recorded email or other recorded address for the receipt of electronic communications.
- b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - iii) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- c) In this clause, a reference to a recorded address means a postal or email address of the person concerned that is the most recent such address that has been recorded for that person in the Club's records.
- d) The accidental omission or failure to give notice to a person as required by this Constitution shall not affect the validity of any general meeting of members of the Club or of a Section of the Club or of any Board or Committee meeting.