

CONSTITUTION

Capel Golf Club
Adopted 8 September 2015

1. The name of The Club shall be Capel Golf Club Inc.

2. Objects:

- (a) The principal objects are to establish, maintain and conduct a club for golf and to support the recreational, social, sporting, cultural and community dimensions of that interest. These objects include the provision of facilities for the pursuit of literary, scientific, athletic, and professional and any other lawful purpose that provides benefits and enjoyment for the members of The Club.
- (b) To borrow, raise or secure the payment of money for the purpose of The Club in such manner as the members think fit.
- (c) To maintain a club license under the current Liquor Control Act and its amendments.
- (d) To provide and maintain a clubhouse and sporting amenities for the use of the members.
- (e) The property and income of The Club shall be applied solely towards the promotion of the objects of The Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. Definitions

In reading this Constitution, unless the context or such otherwise indicates or requires:

- (a) "The Club" means Capel Golf Club Inc.
- (b) "The Club Premises" means all land, buildings, facilities, golf course and structures thereon of which The Club is the bona fide occupier
- (c) "The Board" means the Managing Board for The Club, duly elected for the time being in accordance with these Rules.
- (d) "Annual Meeting" means an Annual General meeting.
- (e) "Special General Meeting" means a General Meeting as defined below, called in accordance with Rule 11 hereunder, at which only business that has been described in the notice may be transacted.
- (f) "General Meeting" means the General meeting of The Club whether Annual or Special.
- (g) "Month" means a calendar month.
- (h) "Financial year" means from the first of October each year, until the following 30th of September.
- (i) "The Act" means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- (j) "The By-Laws" means the codes of rules made and adopted by The Board.

4. Membership

The Club shall keep an up to date register of members. This register must be continually available for inspection at The Club premises.

Membership of The Club shall consist of the following:

- a) **Full Members** – Any person over the age of 25 years who has paid the maximum authorised subscription and has been admitted to this category by the Board. Full Members shall have the rights and privileges of The Club including voting rights and playing rights on any day unless there is a competition being run which that person is ineligible to participate.
- b) **Intermediate Members** – Any person over the age of 25 years who has paid the maximum authorised subscription and has been admitted to this category by the Board. An Intermediate Member shall have full rights and privileges of The Club including playing rights on those days specified by the Board from time-to-time. An Intermediate Member shall not have voting rights.
- c) **Life Members** – Any person who has been admitted to this category as per rule 5(e). A Life Member shall have all the rights and privileges of a Full Member.
- d) **Country Members** – Any person over the age of 25 years residing in any place more than 50km from The Club and has been admitted to this category by the Board. A Country Member shall have the same rights and privileges as has a Restricted Member.
- e) **Restricted Members** - Any person over the age of 25 years who has paid the applicable subscription and has been admitted to this category by the Board. A Restricted Member shall have the full privilege of The Club on all days subject to such conditions as laid down by the Board and shall have no voting rights.
- f) **Corporate Members** – Any Company admitted by the Board to this category of membership under the conditions determined by the Board from time to time. Corporate Membership shall be restricted to Companies registered with the Department of Commerce and subject to such conditions as agreed to between the member and the Board or as may be suggested by the liquor licensing authority and as set out in this Constitution. The Corporate Member must nominate the persons receiving the Full Membership, if applicable. Neither Corporate Members nor their representatives shall take any part in the Management of The Club nor have any voting rights. Corporate Members will not number more than 5% of the full membership.
- g) **Junior Members** – Any person who has not reached the age of 26 years and has been admitted to this category by the Board. A Junior Member shall be entitled to playing rights as laid down by the Board only and shall conduct themselves as not to violate any provisions of the Liquor Act. Junior Members on reaching the age of twenty six (26) years shall be eligible for election as Full Members or Intermediate Members and shall notify the General Manager of their intention to do so. If a proposed Junior Member's twenty sixth birthday falls on or before the first day of October in the current year they shall not be eligible for election as a Junior Member. Junior Members shall have no voting rights.
- h) **Social Members** – Any person who has attained the age of 18 years and paid the maximum authorised subscription as set by the Board and has been admitted to such a category by the Board. Social Members shall only be entitled to the privileges of The Clubhouse amenities and have no voting rights;

- i) **Temporary Member** – a person who is on any day visiting the Club as a member or an official of another club:-
- a. That is to engage in a pre-arranged event with The Club conducted for the purposes of one of The Club's principal objects; or
 - b. That is to hold a pre-arranged function at The Club involving the use of The Club's facilities; or

Temporary Members may use the Golf Course and the other premises and facilities of The Club as determined in each particular case by the Board and will have no voting rights.

j) **Honorary Members** –

Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the Board may decide from time to time.

Only Full Members and Life Members shall be allowed to vote. Intermediate, Temporary, Restricted, Corporate, Social and Honorary Members shall not be entitled to vote.

Social, Temporary or Honorary Members shall not be entitled to be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member.

Social members shall not have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member.

Social, Temporary and Honorary membership would be subject to withdrawal by any club official (including bar persons) acting on the best interests of The Club.

5. Application to Become a Member

- (a) Any person desiring to become such a member of The Club shall sign an application form provided. When the General Manager receives the application form, it shall then be placed on the notice board in The Club premises for a period of not less than 7 days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election. The applicant will then be accepted or denied membership.
- (b) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.
- (c) The Board shall have the right to refuse to admit any person to membership without assigning any reason for doing so.
- (d) On the election of each candidate, the General Manager shall notify the same to them, and they shall on payment of their subscription be enrolled as a Member of The Club, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.

- (e) Life Member – The following conditions must be met to be accepted for Life Membership;
 - a. A Full or Intermediate member may propose another member for Life Membership to the Board in writing giving reasons that Life Membership should be granted and have 5 other signatories, either Full or Intermediate Members.
 - b. The Member under consideration, unless exceptional circumstances exist, must have been a member of The Club for a minimum of 15 years.
 - c. The proposal must be submitted to the Board at least 60 days prior to the AGM.
 - d. The Board of Directors must rigorously examine and evaluate all of the information provided to it and such further information as may be deemed necessary.
 - e. The Board's decision to elect a Life Member must be unanimous.
 - f. The Chairman will advise members of the new Life Member(s) at the following A.G.M. of the club and make available to members the criteria upon which the decision to grant Life Membership was made.

6. Member's Rights

- (a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing by death (or otherwise) to be a member all their interest shall go to the estate.
- (b) The Board or approved bar staff may revoke the membership of any honorary or temporary member at any time without notice.
- (c) Employees – Members who are employees of The Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with The Club.
- (d) Guests – any member of The Club shall be at liberty to invite guests to The Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Control Act 1988.

Note to Director re 6(d) – Our members require that the maximum number be applied and that neither they nor The Club knows of any reason why the director needs to use his/her discretionary powers to reduce that number of guests for each member.

- (e) A member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
 - (i) ancillary to a meal supplied at The Club by or on behalf of The Club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to The Club.
 - (ii) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Club.
- (f) Functions – Only Full, Intermediate, Restricted, Social, Corporate and Life Members are entitled to host functions on The Club premises after written application for said function has been considered and approved by the

General Manager. The General Manager will furnish the applicant with a written copy of Club rules relating to functions, after the application has been approved and any additional conditions and restrictions it shall see fit.

- (g) The Club may seek an Associations Permit to add local Associations as users of The Club facility to hold their functions.
- (h) Upon request, The Club will allow inspection by members of the incorporated association of the rules and record of office holders of The Club.

7. Subscriptions

- (a) The nomination fee, annual subscription and levies of The Club shall be set by majority vote of the Board of Directors prior to the commencement of the financial year. Notice of the fees, subscriptions and levies shall be notified to the members, via The Club notice board. Subscriptions and Levies cannot increase more than 10% per annum except after a vote of the members at the Annual General Meeting or Special General Meeting.
- (b) All subscriptions are due from the first day of October in each year and are payable in advance and the balance by the 31st of October in the same year.

8. New Members

Subscriptions must be paid within two weeks of election and shall be a monthly pro-rata amount of the membership, of the relevant membership class.

9. Liability for Subscription

- (a) Any member who does not notify the General Manager in writing before the 30th of September of his/her withdrawal from The Club shall be liable for the subscription for the current club year.
- (b) The Board shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his/her subscription within two weeks from the date of his/her election.
- (c) Any member whose subscription is in arrears after 30th September in each year shall cease to be a member, unless the Board upon receiving an explanation in writing from that member shall otherwise decide.
- (d) Any Member wishing to withdraw from The Club shall give notice in writing to the General Manager. Such notice shall be considered at the next meeting of the Board. Prior to accepting the resignation, all membership fees up to and including the last day of the month within the current year following the receipt of the resignation by The Club and any other amount shall be paid. Resignation is accepted in this manner shall be considered in regards to any future application for membership.
- (e) Any Member wishing to defer membership to The Club for a minimum period of twelve months shall give notice in writing to the General Manager before such subscription becomes payable and shall be liable for a subscription determined by the Board. A deferred Member shall not be entitled to any rights and/or privileges of The Club House or Course. Any such Member desiring to continue as a Member before the expiration of the twelve month

period, subject to Board approval, pay a subscription proportionate to the unexpired portion of the current year.

10. General Meetings – Annual General Meeting

The Annual General Meeting of members shall be held every calendar year within four months of the closing of the financial year. Notice of the meeting and agenda items including special notices of motion must be posted on The Club notice board for 14 days before the date of the meeting. At this meeting a report shall be presented by the Chairperson on behalf of the Board of Directors, and the Director of Finance shall present The Club's statement of accounts and balance sheet for the past year, duly audited, and other business in accordance with these rules may be transacted.

Twenty Five (25) financial voting members shall constitute a quorum at a General Meeting or Special General Meeting. The Chairman of the meeting shall be The Club Chairperson or if not available a person nominated by the Board of Directors.

In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

The order of business at the Annual Meeting shall be as follows:

- (a) Reading notice of meeting.
- (b) Reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.
- (c) Reading Chairperson's Report, discussion and adoption or otherwise.
- (d) Reading Statement of accounts and Balance Sheet to be received or otherwise.
- (e) Election of Board of Directors.
- (f) Election of club Auditor.
- (g) Special Business of which Notice of Motion has been given.
- (h) Other Business.

11. General Meetings - Special General Meetings

The Board of Directors may, at any time call a Special General Meeting by giving adequate notice on the Club notice board. A Special General Meeting shall also be called by the Board of Directors on a requisition signed by no less than fifteen Full members stating in detail the purpose of the meeting. Notice of the meeting and a copy of the requisition shall be posted in the building for at least seven days before the date of the said meeting. Only business, of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting. Twenty Five (25) financial members shall form a quorum. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

12. General Provision

- (a) No member shall be entitled to take any legal action against The Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Board and in the case of an appeal, to the decision of the General meeting to which he/she may appeal.
- (b) These rules shall be the rules of The Club and shall be binding on members.
- (c) Correct accounts and books shall be kept showing the financial affairs of The Club and the particulars usually shown in books of accounts of a like nature.
- (d) No liquor shall be sold or supplied for consumption other than on The Club's premises, unless the member purchasing it removes such liquor from the premises of The Club.
- (e) The Clubhouse and other club facilities is to be provided and maintained from the joint funds of The Club and no person shall be entitled under these rules to derive any benefit or advantage from The Club which is not shared equally by every member thereof.

13. Election of Office Bearers

- (a) The management of The Club shall be vested in a Board of Directors consisting of six (6) Board persons elected for a two (2) year term with half of the Board being elected each year.
- (b) The annual election of officers shall be by secret ballot at each Annual General Meeting in the presence of a returning officer and two scrutineers elected by the voting members present at such meeting.
- (c) Nominations for three (3) individual positions on the Board must be in writing signed by the proposer and nominee on the form provided by The Club placed on the noticeboard, not less than seven days before the Annual General Meeting. The nominations shall be exhibited on the notice board at least three days prior to the said meeting.
- (d) All candidates for election as a Director must be nominated by two (2) Full Members of The Club (except in the case of Director of House and Director of Intermediates where nominations may be by two (2) Intermediate Members).
- (e) In case no more than the required number of officers shall be nominated, those so nominated shall be declared elected.
- (f) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, nominations will be accepted from the floor at the Annual General Meeting. If two (2) or more nominations received then a ballot will be conducted as set out in Rule 13 (b).
- (g) If there is insufficient nominations to fill the vacancies, the Board shall have power to fill the vacancies and any casual vacancies that may occur.

14. Procedures at General Meetings

- (a) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- (b) All Notices of Motion for consideration at the Annual Meeting must be handed to the General Manager in writing no less than 14 days prior to the date set for said meeting and posted on the notice board at The Club for 7 days before the meeting.

15. The Board of Directors & Terms

- (a) The management of The Club shall be vested in a Board of Directors consisting of;
 - a. Chairperson of Directors who shall also be Director of Public Relations
 - b. Director of Match who shall also be The Club Captain
 - c. Director of Course
 - d. Director of House
 - e. Director of Finance; and
 - f. Director of Intermediates
- (b) The quorum at all Board meetings shall be four (4) Directors.
- (c) Board meetings shall be held monthly. Special meetings may be called by the Chairperson, General Manager or on the request of three members of the Board.
- (d) If, without satisfactory explanation, any Board person shall absent them self from three consecutive Board meetings, his/her office shall be terminated forthwith unless the disqualification shall be dispensed with on a resolution of the Board.
- (e) No member of the Board shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Board.
- (f) Any vacancy occurring in the Board may be filled at a meeting of the Board when a member may be elected to fill such a vacancy until the next election provided the member elected at such Board meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
- (g) The Chairperson shall preside at all meetings of the Board. Should the Chairperson not be present, the meeting shall elect a Chairperson. All resolutions of the Board shall be decided by a majority vote of all those present. In the case of equality of votes, the Chairperson shall have the casting vote. The Chairperson or, in his/her absence, the acting Chairperson and the General Manager shall be authorised to speak on behalf of The Club.

16. Powers of the Board

The business of The Club shall be managed by the Board, who may exercise all powers of The Club except those required to be exercised by The Club at a General Meeting.

Without prejudice to the powers conferred by the last preceding rule, the Board shall, subject to the by-laws, have power to do the following things:

- (a) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
- (b) To determine from time to time the conditions on which and time when, members may use the property of The Club or any part or parts thereof,

and when and under what conditions the premises of The Club or any part or parts thereof, shall be used by members.

- (c) To determine what person (if any) not being members of The Club shall be permitted to use the premises of The Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
- (d) To appoint any other officials or servants of The Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to a paid position, as General Manager, shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010).
- (e) To delegate (subject to such conditions as it thinks fit) any of its powers to sub Boards consisting of such members of the Board and other members of The Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub Boards as may be thought desirable.
- (f) To regulate and control their own meeting and the transaction of business.
- (g) To pay any servant of The Club any gratuity for faithful and diligent service as deemed fit.
- (h) In accordance with the rules, to suspend, or expel any member.
- (i) To enter into or accept any lease or tenancy of the premises where on The Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of The Club on such terms and on such conditions as The Club, may deem expedient.
- (j) To take and defend all legal proceedings by or on behalf of The Club and to appoint all necessary Attorneys for any such purpose.
- (k) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Club up to the value of 15% of budgeted annual gross revenue.
- (l) To make, alter and repeal by-laws consistent with these rules and regulations towards the use and management of The Club premises, the admission of members and the conduct of The Club and its affairs generally.
- (m) To do and perform any other act, matters and things in connection with or relative to the management of The Club as shall not by these rules require to be done by The Club in General Meetings.
- (n) To appoint such number of delegates to sporting bodies and associations with which The Club may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively.
- (o) Every member of the Board shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Board and the Board may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to Board activities.
- (p) A member of the Board who has any direct or indirect pecuniary interest in any matter under contemplation by the Board, shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of such

interest to the Board and shall not take part in any deliberations or decision of the Board with respect to that matter.

17. General Manager

The General Manager shall be appointed by the Board under such terms and conditions as laid down by the Board to carry out such duties as the Board from time-to-time directs including that of Secretary of all Board Meetings. The General Manager shall have the custody of the Official Seal and all documents belonging to The Club and shall ensure that full and correct Minutes of all Resolutions and proceedings of Board Committee and General Meetings of The Club be maintained. The General Manager shall maintain a record of all competitions of The Club and ensure that a register of members of The Club for the time being shall be maintained in The Club premises. The General Manager shall ensure that The Club complies with all requirements of The Act and maintain its licence to sell liquor. The General Manager shall at all times be responsible to the chairperson of Directors. The General Manager shall be an Ex-Officio Member of the Board without voting rights.

18. Financial Transactions

All payments shall be made by cheque, credit card or electronic means on the authority of the Board. All cheques are to be signed by the General Manager or Director of Finance. All payments of more than \$5000 require the approval of the Director of Finance.

19. Sub-Committees

The Board may delegate any of its powers to Sub-Committees consisting of such Members as it thinks fit, provided that no act of any Sub-Committees shall be binding on the Board or Club until ratified by the Board. Such Sub-Committees must report to and be responsible to the Board.

20. Auditors

There shall be an Auditor not a member of the Board, who shall be elected at the Annual General Meeting. Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of The Club. The Auditor shall be entitled to receive such remuneration as the Board may from time to time determine. The Auditor need not necessarily be a member of The Club.

If any casual vacancy occurs in the office of any Auditor appointed by The Club, the Board should fill the appointment until the next Annual General Meeting.

21. Alteration and Repeal of Rules

- (a) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a motion therefore is carried by a three quarters majority of members present and voting at a General or Special General Meeting.
- (b) Notices of motions to repeal, alter or suspend any rule shall be given to the General Manager at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The General Manager shall exhibit the proposal on The Club notice board at least fourteen days prior to such meeting.

- (c) As soon as practicable after the making of the any proposal for a change to the Constitution or Rules of The Club, the General Manager shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without prior approval of the Director.
- (d) Within one month after the making of any amendment or addition to the rules of The Club, passed by special resolution, the Board of Directors shall send or deliver a certified copy of the amendment or alteration to the Consumer Protection Division of The Department of Commerce. No effect will be given to the amendments without the approval of this Department. In addition, all amendments passed as a special resolution must be noticed to the Director of Liquor Licensing.

22. Suspension or Expulsion of Members

The Board shall have the power to reprimand, fine, suspend or expel any member of The Club.

The Chairperson, Board or General Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's behaviour which is considered a serious breach of the Liquor Control Act or unacceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under clauses 22(c) & 22(d) can be taken.

The Board is required to exempt any member of that Board from hearing a charge in which he/she has an interest.

The Board shall apply the power to reprimand, fine, suspend or expel any member of The Club who:

- (a) Fail in the observance or commit any breach of any rule of The Club, or any by-law of The Club or of any order or direction of the Board of Directors or of any General Meeting.
- (b) In the sole judgement of the Board of Directors have been guilty in or out of The Club's premises of any act, conducted matter or thing calculated to bring discredit on The Club or its members, or to impair or affect the enjoyment of The Club by other members.
- (c) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Board of Directors, who shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, apply a penalty of suspension from all or any of the privileges of membership. If the Board of Directors consider that on a charge of gross misconduct, suspension as above is insufficient, they may call on the member to resign, and if he/she neglects to resign within 10 days they may declare him/her to be expelled.
- (d) Any expelled member of The Club who may be aggrieved by his/her expulsion by the Board is required to lodge with his/her appeal the sum of \$50 with the General Manager to defray the cost of a Special General Meeting.

23. Supply of Liquor – Liquor Control Act to be observed

The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.

The Club shall be open for sale of liquor during such hours as The Board shall from time to time determine and as permitted under the Liquor Control Act.

24. Common seal

The Club shall have a common seal, which shall be kept in the custody of the General Manager and shall not be affixed to any document except by the authority of The Board and in the presence of one member of the Board. Any document to which the seal is affixed shall be countersigned by the General Manager or an officer appointed by the Board of Directors for that purpose.

25. Commissions

No payment or part payment to any General Manager, Section Manager or other officer or servant of The Club shall be made by way of commission or allowance from or upon the receipts of The Club for Liquor supplied.

26. Dissolution of The Club

If upon winding up or dissolution of The Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:

- (a) To another club incorporated under the Associations Incorporations Act (1981); or
- (b) For charitable purposes;
- (c) Other funding authorities as may be permitted by the Associations Incorporations Act (1981)

This incorporated club or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Board under section 33(3) of The Associations Incorporations Act (1981) Act to prepare a distribution plan of the surplus property of The Club.